

ExactTarget, Inc.
Form 4/A
July 29, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kopp Timothy B

(Last) (First) (Middle)
20 NORTH MERIDIAN STREET, SUITE 200
(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ExactTarget, Inc. [ET]

3. Date of Earliest Transaction (Month/Day/Year)
07/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
07/12/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/18/2013		D	5,312 (1)	\$ 33.75	D	
Common Stock	07/18/2013		D	15,938	0 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: ExactTarget, Inc. - Form 4/A

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 5.61	07/18/2013		D	100,000	<u>(3)</u>	05/26/2020	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 7.7	07/18/2013		D	81,250	<u>(4)</u>	03/23/2021	Common Stock	81,250
Employee Stock Option (right to buy)	\$ 7.7	07/18/2013		D	18,750	<u>(5)</u>	03/23/2021	Common Stock	18,750
Employee Stock Option (right to buy)	\$ 15	07/18/2013		D	81,250	<u>(6)</u>	02/28/2022	Common Stock	81,250
Employee Stock Option (right to buy)	\$ 15	07/18/2013		D	18,750	<u>(7)</u>	02/28/2022	Common Stock	18,750
Employee Stock Option (right to buy)	\$ 22.1	07/18/2013		D	14,166	<u>(8)</u>	02/26/2023	Common Stock	14,166
Employee Stock Option (right to buy)	\$ 22.1	07/18/2013		D	28,334	<u>(9)</u>	02/26/2023	Common Stock	28,334

Edgar Filing: ExactTarget, Inc. - Form 4/A

of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

(7) This option grant, which provided that 25,000 options would vest and become exercisable on March 1, 2013 and 75,000 options would vest and become exercisable in thirty-six equal monthly installments beginning on April 1, 2013, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 15,700 shares of salesforce.com, inc. common stock for \$17.92 per share.

(8) This option grant, which provided that one-fourth would vest and become exercisable on February 26, 2014 and three-fourths would vest and become exercisable in thirty-six equal monthly installments beginning on March 26, 2014, was cancelled in the merger in exchange for a cash payment of \$165,033.90 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

(9) This option grant, which provided that one-fourth would vest and become exercisable on February 26, 2014 and three-fourths would vest and become exercisable in thirty-six equal monthly installments beginning on March 26, 2014, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 23,725 shares of salesforce.com, inc. common stock for \$26.40 per share.

(10) This option grant, which provided that 25,000 of the options vested and became exercisable on January 26, 2010 and 75,000 of the options vest and become exercisable in thirty-six equal monthly installments beginning on February 26, 2010, was cancelled in the merger in exchange for a cash payment of \$2,908,000 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

(11) This option grant, which was fully vested and exercisable, was cancelled in the merger in exchange for a cash payment of \$1,037,544.99 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.