

EVANS BRUCE R
Form 3
October 13, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SUMMIT PARTNERS L P		(Month/Day/Year)	Ubiquiti Networks, Inc. [UBNT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
222 BERKELEY STREET,Â 18TH FLOOR		10/13/2011		
(Street)			(Check all applicable)	
BOSTON,Â MAÂ 02116			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
			(give title below)	(specify below)
			Manager of GP of 10% owner.	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series A Preferred Stock	03/02/2010	Â (1)	Common Stock	23,992,929 (2)	\$ (1)	I	Manager of GP of 10% owner.
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Manager of GP of 10% owner.
Summit Partners PE VII, LLC C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02110	Â	Â	Â	Manager of GP of 10% owner.
Summit Partners PE VII, L.P. C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02110	Â	Â	Â	Manager of GP of 10% owner.
Summit Investors Management, LLC C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02110	Â	Â	Â	Manager of GP of 10% owner.
MANNION MARTIN J C/O SUMMIT PARTNERS, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â	Â	Â	Manager of GP of 10% owner.
EVANS BRUCE R C/O SUMMIT PARTNERS, L.P. 222 BERKLEY STREET, 18TH FLOOR BOSTON,Â MAÂ 02116	Â X	Â	Â	Â

Signatures

Summit Partners, L.P., /s/ Robin W. Devereux, as Attorney-in-Fact	10/13/2011	
__Signature of Reporting Person		Date
Summit Partners PE VII, LLC, /s/ Robin W. Devereux, as Attorney-in-Fact	10/13/2011	
__Signature of Reporting Person		Date
Summit Partners PE VII, L.P., /s/ Robin W. Devereux, as Attorney-in-Fact	10/13/2011	

<u>Signature of Reporting Person</u>	Date
Summit Investors Management, LLC, /s/ Robin W. Devereux, as Attorney-in-Fact	10/13/2011
<u>Signature of Reporting Person</u>	Date
/s/ Robin W. Devereux, as Attorney-in-Fact for Martin J. Mannion	10/13/2011
<u>Signature of Reporting Person</u>	Date
/s/ Robin W. Devereux, as Attorney-in-Fact for Bruce R. Evans	10/13/2011
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Series A preferred stock is convertible into Ubiquiti Networks, Inc. common stock on a one-for-one basis and has no expiration date.

The shares underlying the Series A preferred stock are held as follows: 14,942,702 shares of common stock issuable upon the conversion of Series A preferred stock are held by Summit Partners Private Equity Fund VII-A, L.P., 8,974,825 shares of common stock issuable upon the conversion of Series A preferred stock are held by Summit Partners Private Equity Fund VII-B, L.P., 68,917 shares of common stock issuable upon the conversion of Series A preferred stock are held by Summit Investors I, LLC and 6,485 shares of common stock issuable upon the conversion of Series A preferred stock are held by Summit Investors I (UK), L.P.

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Remarks:

TheÂ entitiesÂ mentionedÂ inÂ FootnoteÂ 2Â areÂ collectivelyÂ referredÂ toÂ asÂ theÂ "SummitÂ Entities."Â Â Summit

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

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