

Ubiquiti Networks, Inc.  
 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 \*  
 Summit Partners Private  
 Equity Fund VII-A, L.P.

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 10/13/2011

3. Issuer Name and Ticker or Trading Symbol  
 Ubiquiti Networks, Inc. [UBNT]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O SUMMIT PARTNERS,  
 L.P., 222 BERKELEY  
 STREET, 18TH FLOOR

(Check all applicable)

(Street)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)

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

BOSTON, MA 02116

(City) (State) (Zip)

**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)

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

SEC 1473 (7-02)

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**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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership  
 (Instr. 5)



## 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.

^

### Remarks:

The^ entities^ mentioned^ in^ Footnote^ 2^ are^ collectively^ referred^ to^ as^ the^ "Summit^ Entities."^ ^ 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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