

ExactTarget, Inc.
Form 4
July 12, 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)
07/12/2013

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 07/12/2013 | | D | 5,312 (1) \$ 33.75 | 15,938 | D | |
| Common Stock | 07/12/2013 | | D | 15,938 (2) 0 | 0 | D | |

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

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SEC 1474 (9-02)

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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 | 07/12/2013 | | D | 100,000 | <u>(3)</u> | 05/26/2020 | Common Stock | 100,000 |
| Employee Stock Option (right to buy) | \$ 7.7 | 07/12/2013 | | D | 81,250 | <u>(4)</u> | 03/23/2021 | Common Stock | 81,250 |
| Employee Stock Option (right to buy) | \$ 7.7 | 07/12/2013 | | D | 18,750 | <u>(5)</u> | 03/23/2021 | Common Stock | 18,750 |
| Employee Stock Option (right to buy) | \$ 15 | 07/12/2013 | | D | 81,250 | <u>(6)</u> | 02/28/2022 | Common Stock | 81,250 |
| Employee Stock Option (right to buy) | \$ 15 | 07/12/2013 | | D | 18,750 | <u>(7)</u> | 02/28/2022 | Common Stock | 18,750 |
| Employee Stock Option (right to buy) | \$ 22.1 | 07/12/2013 | | D | 14,166 | <u>(8)</u> | 02/26/2023 | Common Stock | 14,166 |
| Employee Stock Option (right to buy) | \$ 22.1 | 07/12/2013 | | D | 28,334 | <u>(9)</u> | 02/26/2023 | Common Stock | 28,334 |

Employee

Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|--------|
| Option (right to buy) | \$ 4.67 | 07/12/2013 | D | 100,000 | <u>(10)</u> | 01/25/2019 | Common Stock | 100,00 |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|--------|

Employee

Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|
| Option (right to buy) | \$ 3.36 | 07/12/2013 | D | 34,141 | <u>(11)</u> | 12/11/2017 | Common Stock | 34,141 |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kopp Timothy B
20 NORTH MERIDIAN STREET
SUITE 200
INDIANAPOLIS, IN 46204

Chief Marketing Officer

Signatures

/s/ Brent D. Mosby, attorney-in-fact for Timothy B.
Kopp

07/12/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Represents restricted stock units disposed of pursuant to a merger agreement between ExactTarget, Inc., salesforce.com, inc. and Excalibur Acquisition Corp.
- (2) Represents restricted stock units disposed of pursuant to a merger agreement between ExactTarget, Inc., salesforce.com, inc. and Excalibur Acquisition Corp. These restricted stock units, which provided for vesting in four equal annual installments beginning February 26, 2014, were assumed by salesforce.com, inc. in the merger and replaced with 13,960 restricted stock units of salesforce.com, inc. that will vest in three equal annual installments beginning on February 26, 2014.
- (3) This option grant, which provided that 25,000 of the options vested and became exercisable on May 27, 2011 and 75,000 of the options vest and become exercisable in thirty-six equal monthly installments beginning on June 27, 2011, was cancelled in the merger in exchange for a cash payment of \$2,814,500 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).
- (4) This option grant, which provided that 25,000 of the options will vest and become exercisable on March 24, 2012 and 75,000 of the options will vest and become exercisable in thirty-six equal monthly installments beginning on April 24, 2012, was cancelled in the merger in exchange for a cash payment of \$2,116,562.50 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).
- (5) This option grant, which provided that 25,000 of the options will vest and become exercisable on March 24, 2012 and 75,000 of the options will vest and become exercisable in thirty-six equal monthly installments beginning on April 24, 2012, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 16,423 shares of salesforce.com, inc. common stock for \$8.79 per share.
- (6) 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 cancelled in the merger in exchange for a cash payment of \$1,523,437.50 representing the difference between the exercise price of the option and the market value

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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 16,423 shares of salesforce.com, inc. common stock for \$17.13 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 24,817 shares of salesforce.com, inc. common stock for \$25.23 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 \$1,037,544.90 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).

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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