

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-07**
SEC Accession No. **0000950005-07-000425**

(HTML Version on secdatabase.com)

REPORTING OWNER

MV MANAGEMENT IX LLC

CIK: **1120126** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33435** | Film No.: **071296980**

Business Address
3000 SAND HILL ROAD
BLDG 3 SUITE 100
MENLO PARK CA 94025

MENLO VENTURES IX LP

CIK: **1120284** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33435** | Film No.: **071296979**

Business Address
3000 SAND HILL RD
BLDG 4 SUITE 100
MENLO PARK CA 94025

ISSUER

CAVIUM NETWORKS, INC.

CIK: **1175609** | IRS No.: **770558625**
SIC: **3674** Semiconductors & related devices

| | |
|---|---|
| Mailing Address | Business Address |
| 805 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW CA 94043 | 805 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW CA 94043 650-623-7000 |

MENLO ENTREPRENEURS FUND IX A LP

CIK: **1230036** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33435** | Film No.: **071296978**

| | |
|--|--|
| Mailing Address | Business Address |
| 3000 SAND HILL RD BLDG 4 STE 100 MENLO PARK CA 94025 | 3000 SAND HILL RD BLDG 4 STE 100 MENLO PARK CA 94025 4158548540 |

MMEF IX LP

CIK: **1131824**
Type: **4** | Act: **34** | File No.: **001-33435** | Film No.: **071296976**

| | |
|--|--|
| Mailing Address | Business Address |
| 300 SAND HILL ROAD, BUILDING 4, SUITE 100 MENLO PARK CA 94025 | 3000 SAND HILL ROAD BUILDING FOUR SUITE 100 MENLO PARK CA 94025 6508548540 |

MENLO ENTREPRENEURS FUND IX LP

CIK: **1131886** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33435** | Film No.: **071296977**

| | |
|--|--|
| Mailing Address | Business Address |
| 3000 SAND HILL ROAD, BUILDING 4 SUITE 100 MENLO PARK CA 94025 | 3000 SAND HILL ROAD BUILDING FOUR SUITE 100 MENLO PARK CA 94025 6508548540 |

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 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

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

| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person MV MANAGEMENT IX LLC | | | 2. Issuer Name and Ticker or Trading Symbol CAVIUM NETWORKS, INC. [CAVM] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007 | | | | | |
| 3000 SAND HILL ROAD, BUILDING 4, SUITE 100 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) MENLO PARK, CA 94025 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|-----|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/07/2007 | | J | (1) | 4,513,654 | D | (1) | 387,690 | I | See Footnote (2) (3) |
| Common Stock | 12/07/2007 | | J | (1) | 148,950 | D | (1) | 12,789 | I | See Footnote (4) (5) |
| Common Stock | 12/07/2007 | | J | (1) | 18,054 | D | (1) | 1,906 | I | See Footnote (6) (7) |
| Common Stock | 12/07/2007 | | J | (1) | 81,246 | D | (1) | 8,418 | I | See Footnote (8) (9) |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MV MANAGEMENT IX LLC 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO VENTURES IX LP 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO ENTREPRENEURS FUND IX A LP 3000 SAND HILL RD BLDG 4 STE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO ENTREPRENEURS FUND IX LP 3000 SAND HILL ROAD, BUILDING 4 SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MMEF IX LP 300 SAND HILL ROAD, BUILDING 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |

Explanation of Responses:

- Explanation of Code J: Pro rata in kind distribution without consideration by Menlo Ventures IX, L.P., Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs Fund IX (A), L.P. and MMEF IX, L.P. to all their partners, including MV Management IX, LLC, which in turn distributed pro rata in kind and without consideration all 66,626 shares of it received to its members, which include to John W. Jarve, a managing member of MV Management IX, LLC. and a director of the Issuer. Mr. Jarve is reporting on a separate form and is not a part of this joint filing.
- These shares are owned directly by Menlo Ventures IX, L.P. ("Menlo IX"), of which MV Management IX, L.L.C. ("MVM-IX") is the sole general partner and exercises voting and investment power over these shares. The managing members of the MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- John W. Jarve is a director Issuer. Menlo IX, Menlo Entrepreneurs Fund IX, L.P. Menlo Entrepreneurs IX (A), L.P. and MMEF IX L.P. may be deemed to be a member of section 13(d) "group." Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs Fund IX (A), L.P. and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo IX.
- These shares are owned directly by Menlo Entrepreneurs Fund IX, L.P., of which MVM-IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- John W. Jarve is a director of Issuer. Menlo IX, Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs IX (A), L.P. and MMEF IX L.P. may be deemed to be a member of a section 13(d) "group." Menlo Entrepreneurs Fund IX (A) L.P., Menlo IX and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs Fund IX, L.P.
- These shares are owned directly by Menlo Entrepreneurs Fund IX (A), L.P., of which MVM-IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- John W. Jarve is a director of Issuer. Menlo IX, Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs IX (A), L.P. and MMEF IX L.P. may be deemed to be a member of a section 13(d) "group." Menlo Entrepreneurs Fund IX L.P., Menlo IX and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs Fund IX (A), L.P.

8. These shares are owned directly by MMEF IX, L.P., of which MVM-IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
9. John W. Jarve is a director of Issuer. Menlo IX, Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs IX (A), L.P. and MMEF IX L.P. may be deemed to be a member of a section 13(d) "group." Menlo IX, Menlo Entrepreneurs Fund IX, L.P. and Menlo Entrepreneurs Fund IX (A), L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by MMEF IX (A), L.P.

Signatures

| | |
|---|-------------------|
| <u>/s/ MV Management IX, L.L.C</u> | <u>12/10/2007</u> |
| <u>/s/ Menlo Ventures IX, L.P. BY: MV Management IX, L.L.C. Its General Partner</u> | <u>12/10/2007</u> |
| <u>/s/ Menlo Entrepreneurs Fund IX, L.P. BY: MV Management IX, L.L.C. Its General Partner</u> | <u>12/10/2007</u> |
| <u>/s/ Menlo Entrepreneurs Fund IX (A), L.P. BY: MV Management IX, L.L.C. Its General Partner</u> | <u>12/10/2007</u> |
| <u>/s/ MMEF IX (A), L.P. BY: MV Management IX, L.L.C. Its General Partner</u> | <u>12/10/2007</u> |
| ** Signature of Reporting Person | Date |

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

* 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).

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

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 Number.