

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**  
SEC Accession No. **0001181431-13-028501**

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### REPORTING OWNER

#### Azure Capital Partners II LP

CIK: **1356622**

Type: **4** | Act: **34** | File No.: **001-35904** | Film No.: **13853104**

#### Mailing Address

650 CALIFORNIA ST 11TH FL  
SAN FRANCISCO CA 94108

#### Business Address

650 CALIFORNIA ST 11TH FL  
SAN FRANCISCO CA 94108

### ISSUER

#### CYAN INC

CIK: **1391636** | IRS No.: **205862569** | State of Incorporation: **DE**  
SIC: **7373** Computer integrated systems design

#### Mailing Address

1383 N MCDOWELL BLVD  
SUITE 300  
PETALUMA CA 94954

#### Business Address

1383 N MCDOWELL BLVD  
SUITE 300  
PETALUMA CA 94954  
707-735-2300

#### Azure Entrepreneurs II L P

CIK: **1338826** | State of Incorporation: **CA**

Type: **4** | Act: **34** | File No.: **001-35904** | Film No.: **13853103**

#### Mailing Address

650 CALIFORNIA STREET  
11TH FLOOR  
SAN FRANCISCO CA 94108

#### Business Address

650 CALIFORNIA STREET  
11TH FLOOR  
SAN FRANCISCO CA 94108  
4152765500

#### Azure Capital Partners VC Administrators II, L.P.

CIK: **1576255** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-35904** | Film No.: **13853102**

#### Mailing Address

AZURE CAPITAL PARTNERS  
650 CALIFORNIA STREET,  
SUITE 1100  
SAN FRANCISCO CA 94108

#### Business Address

AZURE CAPITAL PARTNERS  
650 CALIFORNIA STREET,  
SUITE 1100  
SAN FRANCISCO CA 94108  
415-276-5535

#### Azure Capital Partners, Inc.

CIK: **1576256** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-35904** | Film No.: **13853101**

#### Mailing Address

AZURE CAPITAL PARTNERS  
650 CALIFORNIA STREET,  
SUITE 1100  
SAN FRANCISCO CA 94108

#### Business Address

AZURE CAPITAL PARTNERS  
650 CALIFORNIA STREET,  
SUITE 1100  
SAN FRANCISCO CA 94108  
415-276-5535

#### Azure Parent, L.L.C.

#### Mailing Address

AZURE CAPITAL PARTNERS

#### Business Address

AZURE CAPITAL PARTNERS

CIK: **1576261** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-35904** | Film No.: **13853105**

650 CALIFORNIA STREET, 650 CALIFORNIA STREET,  
SUITE 1100 SUITE 1100  
SAN FRANCISCO CA 94108 SAN FRANCISCO CA 94108  
415-276-5535

# FORM 4

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

## 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

### 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 <b>Azure Parent, L.L.C.</b>			2. Issuer Name and Ticker or Trading Symbol <b>CYAN INC [CYNJ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2013</b>			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		
650 CALIFORNIA STREET, 11TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>SAN FRANCISCO, CA 94108</b>								
(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	05/14/2013		C		2,184,922	A	(L)	2,193,422	I	See Footnotes (2) (3)
Common Stock	05/14/2013		C		1,365,691	A	(L)	3,559,113	I	See Footnotes (2) (3)
Common Stock	05/14/2013		C		1,207,035	A	(L)	4,766,148	I	See Footnotes (2) (3) (5)
Common Stock	05/14/2013		C		567,141	A	(L)	5,333,289	I	See Footnotes (2) (3)
Common Stock	05/14/2013		C		280,219	A	(L)	288,719	I	See Footnotes (3) (4)
Common Stock	05/14/2013		C		175,152	A	(L)	463,871	I	See Footnotes (3) (4)
Common Stock	05/14/2013		C		154,804	A	(L)	618,675	I	See Footnotes (3) (4) (6)
Common Stock	05/14/2013		C		72,737	A	(L)	691,412	I	See Footnotes (3) (4)

**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	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Warrant (right to buy)	\$2.4463	05/14/2013		<u>M</u>			208,916	(5)	06/08/2016	Series C Preferred Stock	208,916	\$ 0	0	I	See Footnotes (2) (3)
Series C Preferred Stock	(1)	05/14/2013		<u>M</u>		208,916		(1)	(1)	Common Stock	208,916	\$ 0	1,253,497	I	See Footnotes (2) (3)
Series C Preferred Stock	(1)	05/14/2013		<u>F</u> (5)			46,462	(1)	(1)	Common Stock	46,462	\$ 0	1,207,035	I	See Footnotes (2) (3)
Series A Preferred Stock	(1)	05/14/2013		<u>C</u>			2,184,922	(1)	(1)	Common Stock	2,184,922	\$ 0	0	I	See Footnotes (2) (3)
Series B Preferred Stock	(1)	05/14/2013		<u>C</u>			1,365,691	(1)	(1)	Common Stock	1,365,691	\$ 0	0	I	See Footnotes (2) (3)
Series C Preferred Stock	(1)	05/14/2013		<u>C</u>			1,207,035	(1)	(1)	Common Stock	1,207,035	\$ 0	0	I	See Footnotes (2) (3)
Series D Preferred Stock	(1)	05/14/2013		<u>C</u>			567,141	(1)	(1)	Common Stock	567,141	\$ 0	0	I	See Footnotes (2) (3)
Warrant (right to buy)	\$2.4463	05/14/2013		<u>M</u>			26,794	(5)	06/08/2016	Series C Preferred Stock	26,794	\$ 0	0	I	See Footnotes (3) (4)
Series C Preferred Stock	(1)	05/14/2013		<u>M</u>		26,794		(1)	(1)	Common Stock	26,794	\$ 0	160,763	I	See Footnotes (3) (4)
Series C Preferred Stock	(1)	05/14/2013		<u>F</u> (6)			5,959	(1)	(1)	Common Stock	5,959	\$ 0	154,804	I	See Footnotes (3) (4)
Series A Preferred Stock	(1)	05/14/2013		<u>C</u>			280,219	(1)	(1)	Common Stock	280,219	\$ 0	0	I	See Footnotes (3) (4)
Series B Preferred Stock	(1)	05/14/2013		<u>C</u>			175,152	(1)	(1)	Common Stock	175,152	\$ 0	0	I	See Footnotes (3) (4)
Series C Preferred Stock	(1)	05/14/2013		<u>C</u>			154,804	(1)	(1)	Common Stock	154,804	\$ 0	0	I	See Footnotes (3) (4)
Series D Preferred Stock	(1)	05/14/2013		<u>C</u>			72,737	(1)	(1)	Common Stock	72,737	\$ 0	0	I	See Footnotes (3) (4)

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">Azure Parent, L.L.C.</a> 650 CALIFORNIA STREET, 11TH FLOOR SAN FRANCISCO, CA 94108	X	X		
<a href="#">Azure Capital Partners II LP</a> 650 CALIFORNIA STREET, 11TH FLOOR SAN FRANCISCO, CA 94108	X	X		
<a href="#">Azure Entrepreneurs II LP</a> 650 CALIFORNIA STREET, 11TH FLOOR SAN FRANCISCO, CA 94108	X	X		

<a href="#">Azure Capital Partners VC Administrators II, L.P.</a> 650 CALIFORNIA STREET, 11TH FLOOR SAN FRANCISCO, CA 94108	X	X		
<a href="#">Azure Capital Partners, Inc.</a> 650 CALIFORNIA STREET, 11TH FLOOR SAN FRANCISCO, CA 94108	X	X		

**Explanation of Responses:**

- Each share of the Issuer's Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock (together, the "Preferred Stock") converted into one share of the Issuer's Common Stock upon the closing of the Issuer's underwritten initial public offering (the "IPO") pursuant to its registration statement on Form S-1 (File No. 187732).
- These securities are held directly by Azure Capital Partners II, L.P. ("ACP II").
- Azure Capital Partners VC Administrators II, L.P. ("Azure GP") is the sole general partner of each of ACP II and Azure Entrepreneurs II, L.P. ("AE II"). The sole general partner of Azure GP is Azure Parent, L.L.C. ("Azure Parent"), which is wholly-owned by Azure Capital Partners, Inc. ("Azure Capital" and together with ACP II, AE II, Azure GP and Azure Capital, the "Azure Entities"). Mr. Paul A. Ferris, a manager of Azure Parent, serves as the Azure Entities' representative on the Issuer's board of directors. Each of Azure GP, Azure Parent and Azure Capital disclaim beneficial ownership of all securities held by ACP II and AE II, except to the extent, if any, of their respective pecuniary interest therein.
- These securities are held directly by AE II.
- Immediately prior to the IPO, ACP II exercised a warrant to purchase 208,916 shares of Series C Preferred Stock for \$2.4463 a share. ACP II paid the exercise price on a cashless basis, resulting in the Issuer withholding 46,462 of the warrant shares to pay the exercise price and issuing to ACP II the remaining 162,454 shares. The Issuer also paid \$10.79 to ACP II in lieu of a fractional share. The warrants were immediately exercisable.
- Immediately prior to the IPO, AE II exercised a warrant to purchase 26,794 shares of Series C Preferred Stock for \$2.4463 a share. AE II paid the exercise price on a cashless basis, resulting in the Issuer withholding 5,959 of the warrant shares to pay the exercise price and issuing to AE II the remaining 20,835 shares. The Issuer also paid \$2.84 to AE II in lieu of a fractional share. The warrants were immediately exercisable.

**Remarks:**

Exhibit 99.1 - Joint Filer Information

**Signatures**

<a href="#">Azure Capital Partners II, L.P. By: Azure Capital Partners VC Administrators II, L.P., its sole general partner. By: Azure Parent, L.L.C., its sole general partner. By: /s/ Paul A. Ferris, manager</a>	<a href="#">05/16/2013</a>
<a href="#">Azure Entrepreneurs II, L.P. By: Azure Capital Partners VC Administrators II, L.P., its sole general partner. By: Azure Parent, L.L.C., its sole general partner. By: /s/ Paul A. Ferris, manager</a>	<a href="#">05/16/2013</a>
<a href="#">Azure Capital Partners VC Administrators II, L.P., its sole general partner. By: Azure Parent, L.L.C., its sole general partner. By: /s/ Paul A. Ferris, manager</a>	<a href="#">05/16/2013</a>
<a href="#">Azure Parent, L.L.C., its sole general partner. By: /s/ Paul A. Ferris, manager</a>	<a href="#">05/16/2013</a>
<a href="#">Azure Capital Partners, Inc. By: /s/ Paul A. Ferris, Secretary</a>	<a href="#">05/16/2013</a>
** 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.**

FORM 4 JOINT FILER INFORMATION

Names of Joint Filers:

Azure Capital Partners II, L.P.

Azure Entrepreneurs II, L.P.

Azure Capital Partners VC Administrators II, L.P.

Azure Parent, L.L.C.

Azure Capital Partners, Inc.

Address of Joint Filers:

c/o Azure Capital Partners

650 California Street, 11th Floor

San Francisco, CA 94108

Designated Filer:

Azure Parent, L.L.C.

Issuer and Ticker Symbol:

Cyan, Inc. [CYNI]

Date of Event:

May 14, 2013

Signatures of Joint Filers:

Azure Capital Partners II, L.P.

By: Azure Capital Partners VC Administrators II, L.P.  
Its Sole General Partner

By: Azure Parent, L.L.C.

Its Sole General Partner

By: /s/ Paul A. Ferris

-----  
Manager

Azure Entrepreneurs II, L.P.

By: Azure Capital Partners VC Administrators II, L.P.  
Its Sole General Partner

By: Azure Parent, L.L.C.  
Its Sole General Partner

By: /s/ Paul A. Ferris

-----  
Manager

Azure Capital Partners VC Administrators II, L.P.

By: Azure Parent, L.L.C.  
Its Sole General Partner

By: /s/ Paul A. Ferris

-----  
Manager

By: Azure Parent, L.L.C.

By: /s/ Paul A. Ferris

-----  
Manager

By: Azure Capital Partners, Inc.

By: /s/ Paul A. Ferris

-----  
Secretary