

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-30**  
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### REPORTING OWNER

#### Fenton Noel J

CIK: **1290449**

Type: **4** | Act: **34** | File No.: **000-52026** | Film No.: **12797382**

#### Mailing Address

*C/O TRINITY VENTURES  
3000 SAND HILL ROAD,  
BLDG. 4, SUITE 160  
MENLO PARK CA 94025*

### ISSUER

#### LoopNet, Inc.

CIK: **1353209** | IRS No.: **770463987** | State of Incorpor.: **DE** | Fiscal Year End: **0430**  
SIC: **6531** Real estate agents & managers (for others)

#### Mailing Address

*185 BERRY STREET  
SUITE 4000  
SAN FRANCISCO CA 94107*

#### Business Address

*185 BERRY STREET  
SUITE 4000  
SAN FRANCISCO CA 94107  
(415) 243-4200*

# 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

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### 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>Fenton Noel J</b>			2. Issuer Name and Ticker or Trading Symbol <b>LoopNet, Inc. [LOOP]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/30/2012</b>			
3000 SAND HILL ROAD, BUILDING 4, SUITE 160						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
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	04/30/2012		<u>D</u>		15,000	D	(L)	0	I	By The Fenton Family Trust
Common Stock	04/30/2012		<u>D</u>		1,446,577	D	(L)	0	I	By Trinity Ventures IX, L.P. (2)
Common Stock	04/30/2012		<u>D</u>		16,220	D	(L)	0	I	By Trinity IX Side-By-Side Fund, L.P. (2)
Common Stock	04/30/2012		<u>D</u>		21,577	D	(L)	0	I	By Trinity IX Entrepreneurs' Fund, L.P. (2)

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$19.06	04/30/2012		<u>D</u>		10,500		05/23/2008 (3)	05/22/2014	Common Stock	10,500	\$ 0	0	I	By TVL Management Corporation (4)
Stock Option (Right to Buy)	\$13.18	04/30/2012		<u>D</u>		10,500		05/29/2009 (3)	05/28/2015	Common Stock	10,500	\$ 0	0	I	By TVL Management Corporation (4)

Stock Option (Right to Buy)	\$8.07	04/30/2012		<u>D</u>		10,500	05/28/2010 <sup>(3)</sup>	05/27/2016	Common Stock	10,500	\$ 0	0	I	By TVL Management Corporation <sup>(4)</sup>
Stock Option (Right to Buy)	\$10.72	04/30/2012		<u>D</u>		10,500	05/11/2011 <sup>(3)</sup>	05/10/2017	Common Stock	10,500	\$ 0	0	I	By TVL Management Corporation <sup>(4)</sup>
Series A Convertible Preferred Stock	\$6.72	04/30/2012		<u>C</u>		9,721	04/14/2009 <sup>(5)</sup>	<sup>(6)</sup>	Common Stock	1,446,577	\$1,000	0	I	By Trinity Ventures IX, L.P. <sup>(2)</sup>
Series A Convertible Preferred Stock	\$6.72	04/30/2012		<u>C</u>		109	04/14/2009 <sup>(5)</sup>	<sup>(6)</sup>	Common Stock	16,220	\$1,000	0	I	By Trinity IX Side-By-Side Fund, L.P. <sup>(2)</sup>
Series A Convertible Preferred Stock	\$6.72	04/30/2012		<u>C</u>		145	04/14/2009 <sup>(5)</sup>	<sup>(6)</sup>	Common Stock	21,577	\$1,000	0	I	By Trinity IX Entrepreneurs' Fund, L.P. <sup>(2)</sup>

**Explanation of Responses:**

1. Disposed of pursuant to a merger agreement, dated April 27, 2011, as amended, between the issuer, CoStar Group, Inc. ("Parent") and Lonestar Acquisition Sub, Inc. (the "Merger Agreement") in exchange for a unit consisting of (i) \$16.50 in cash without interest and (ii) 0.03702 shares of the Parent Common Stock per share (the "Merger Consideration").
2. The Reporting Person is a managing member of Trinity TVL IX, LLC, the General Partner of Trinity Ventures IX, L.P, Trinity IX Side-By-Side Fund, LP and Trinity IX Entrepreneurs' Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares reported, except to the extent of his pecuniary interest therein.
3. Disposed of pursuant to the Merger Agreement. Pursuant to the Merger Agreement, the options were cancelled in exchange for the Merger Consideration less the exercise price of the option.
4. This Option is held in the name of TVL Management Corporation, an entity affiliated with Trinity Ventures, a venture capital firm of which the Reporting Person is a general partner.
5. The Series A Convertible Preferred Stock is convertible at any time, at the Holder's election.
6. The Series A Convertible Preferred Stock has no expiration date.

**Signatures**

/s/ Maria T. Valles, as Attorney-in-Fact

\*\* Signature of Reporting Person

04/30/2012

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.

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