SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b)			Filed pursuant to Section 16(a) of the Securities Exchange Act of 193					
			or Section 30(h) of the Investment Company Act of 1940		<u></u>			
1. Name and Address of Reporting Person [*] Ittycheria Dev			2. Issuer Name and Ticker or Trading Symbol <u>MongoDB, Inc.</u> [MDB]	(Check	ationship of Reporting P all applicable)			
				X	Director	10% Owner		
,			—	- x	Officer (give title	Other (specify		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)		
C/O MONGOE	DB, INC.		10/01/2020		President & CEO			
1633 BROADV	VAY, 38TH FL	LOOR						
			4. If Amendment, Date of Original Filed (Month/Day/Year)		/idual or Joint/Group Fil	ling (Check Applicable		
(Street)				Line)				
NEW YORK	NY	10019			Form filed by One Re	eporting Person		
			—		Form filed by More th Person	nan One Reporting		
(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)			4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	10/01/2020		A ⁽¹⁾		1,026	Α	\$ <mark>0</mark>	233,038	D	
Class A Common Stock	10/02/2020		S ⁽²⁾		9,415	D	\$224.47	223,623	D	
Class A Common Stock	10/02/2020		S ⁽²⁾		418	D	\$230.96 ⁽³⁾	223,205	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(cigi, puis, calis, warains, 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. Transa Code (8)		of		Expiration Da	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(S) (Instr. 4)	10. Ownership Form: 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				

Explanation of Responses:

1. Represents shares of Class A common stock received upon the vesting of a portion of the performance-based restricted stock units ("RSUs") awarded to the Reporting Person on April 7, 2020 under the Issuer's annual bonus plan and 2016 Equity Incentive Plan, which vested based on the Issuer's satisfaction of certain performance criteria. In light of the performance-based vesting criteria of the RSUs, such shares were not previously reportable under Section 16. The remainder of the shares underlying the RSUs will be eligible for vesting on April 1, 2021. Each RSU represents the contingent right to receive one share of common stock of the Issuer.

2. Represents the sale of shares of Class A common stock to satisfy the Reporting Person's tax withholding obligations in connection with (i) the non-reportable service-based vesting and settlement of restricted stock units and (ii) the performance-based vesting and settlement of the above-listed RSUs.

3. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$230.65 to \$231.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

<u>/s/ Sophie Hubscher,</u> <u>Attorney-in-Fact</u>

10/05/2020

** 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.