SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] Hazard Charles M Jr | 2. Date of E Requiring S (Month/Day 10/18/201 | statement /Year) | 3. Issuer Name and Ticker or Trading Symbol <u>MongoDB, Inc.</u> [MDB] | | | | |
|--|--|----------------------------|--|--|--|---|---|
| (Last) (First) (Middle) C/O FLYBRIDGE CAPITAL PARTNERS | | | 4. Relationship of Reporting I (Check all applicable) X Director | Person(s) to Issue X 10% Owne | (Mon | Amendment, Da th/Day/Year) | te of Original Filed |
| 31 ST. JAMES AVENUE, 6TH FLOOR | | Officer (give title below) | Other (spe below) | Appli | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) BOSTON MA 02116 | | | | | | | / One Reporting Person / More than One |
| BOSTON MA 02116 | | | | | | Reporting Pe | |
| (City) (State) (Zip) | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownersh Form: Direc or Indirect ((Instr. 5) | t (D) (Instr. | Nature of Indirect Beneficial Ownership nstr. 5) | |
| Class A Common Stock | | | 0 | D | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | |
| Series B Preferred Stock | (1) | (1) | Class B Common Stock ⁽²⁾ | 3,817,422 ⁽³⁾⁽⁴⁾ | (1) | I | By Limited Partnership ⁽⁴⁾ |
| Series C Preferred Stock | (1) | (1) | Class B Common Stock ⁽²⁾ | 459,454 ⁽⁴⁾⁽⁵⁾ | (1) | I | By Limited Partnership ⁽⁴⁾ |
| Series D Preferred Stock | (1) | (1) | Class B Common Stock ⁽²⁾ | 453,892(4)(6) | (1) | I | By Limited Partnership ⁽⁴⁾ |
| Series E Preferred Stock | (1) | (1) | Class B Common Stock ⁽²⁾ | 3,572 ⁽⁴⁾⁽⁷⁾ | (1) | I | By Limited Partnership ⁽⁴⁾ |

xplanation of Responses

1. Each share of the Series B Preferred Stock, the Series C Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock automatically convert into Class B Common Stock on a 1:0.75 basis immediately prior to the closing of the Issuer's initial public offering. The Series B Preferred Stock, the Series C Preferred Stock, the Series D Preferred Stock and the Series E Preferred Stock have no expiration date.

2. Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Upon the closing of the Issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to its registration statement on Form S-1 (File No. 333-220557) under the Securities Act of 1933, as amended, the Class B Common Stock will convert automatically into Class A Common Stock on the same basis upon the earlier of: (i) any transfer, whether or not for value, except for certain "Permitted Transfers" as defined in the Issuer's restated certificate of incorporation, and (ii) at such time as the outstanding shares of Class B common stock represent less than 10% of the aggregate number of shares of the Issuer's capital stock outstanding.

3. 3,808,261 of these shares are owned by Flybridge Capital Partners III, L.P. ("Flybridge Capital") and 9,161 of these shares are owned by Flybridge Network Fund III, L.P. ("Flybridge Network"). 4. The Reporting Person is one of three managing members of Flybridge Capital Partners GP III, LLC, the General Partner of each of Flybridge Capital and Flybridge Network and, as such, shares voting and dispositive power over the shares held by each of Flybridge Capital and Flybridge Network. The Reporting person disclaims beneficial ownership of the shares owned by each of Flybridge Capital and Flybridge Network except to the extent of his pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

5. 458,570 of these shares are owned by Flybridge Capital and 884 of these shares are owned by Flybridge Network.

6. 452,986 of these shares are owned by Flybridge Capital and 906 of these shares are owned by Flybridge Network.

7. 3,563 of these shares are owned by Flybridge Capital and 9 of these shares are owned by Flybridge Network

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/Alison Haggerty, Attorney-10/18/2017 in-Fact

** 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 5 (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.

(For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Andrew Stephens and Sarah Ward of MongoDB, Inc. (the "Company") and Nicole Brookshire and Alison Haggerty of Cooley LLP with full power of substitution, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and timely file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company, or any of its subsidiaries, or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: October 3, 2017

By: /s/Charles M. Hazard, Jr. Charles M. Hazard, Jr.