SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response 0.5

| | | | 2. Issuer Name and Ticker or Trading Symbol <u>MongoDB</u> , Inc. [MDB] | (Check | tionship of Reporting Per all applicable) Director Officer (give title | son(s) to Issuer 10% Owner Other (specify |
|-------------------------------------|--------------------------------------|----------------|---|------------------------|---|---|
| (Last) C/O MONGOD 1633 BROADW | (First) B, INC. /AY, 38TH FLOO | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/18/2019 | X | below) Principal Account | below) |
| (Street) NEW YORK (City) | NY (State) | 10019 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person | orting Person |

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. Transa Code (I 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|---|-------------------------------|---|--|---------------|-------------------------------|---|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Class A Common Stock | 03/18/2019 | | C ⁽¹⁾⁽²⁾ | | 5,000 | A | \$0 ⁽²⁾ | 16,775 | D | | |
| Class A Common Stock | 03/18/2019 | | S ⁽¹⁾ | | 700 | D | \$133.64 ⁽³⁾ | 16,075 | D | | |
| Class A Common Stock | 03/18/2019 | | S ⁽¹⁾ | | 1,600 | D | \$134.7 ⁽⁴⁾ | 14,475 | D | | |
| Class A Common Stock | 03/18/2019 | | S ⁽¹⁾ | | 898 | D | \$135.74 ⁽⁵⁾ | 13,577 | D | | |
| Class A Common Stock | 03/18/2019 | | S ⁽¹⁾ | | 1,100 | D | \$136.7(6) | 12,477 | D | | |
| Class A Common Stock | 03/18/2019 | | S ⁽¹⁾ | | 702 | D | \$137.75(4)(7) | 11,775 | D | | |

| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
|---|---|------------------|------------------|--------------|--------------|-------------------------|---------------------------|-------------|--------------|------------|-------------|--|--|
| 1 | 2. | 3. Transaction | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nature | | |
| I | Conversion | Date | Execution Date, | Transaction | Derivative | Expiration Date | Amount of | Derivative | derivative | Ownership | of Indirect | | |
| I | or Exercise | (Month/Day/Year) | if any | Code (Instr. | Securities | (Month/Day/Year) | Securities | Security | Securities | Form: | Beneficial | | |
| I | Price of | | (Month/Day/Year) | 8) | Acquired (A) | | Underlying | (Instr. 5) | Beneficially | Direct (D) | Ownership | | |
| I | Daniuratiura | | | · · | on Diamagad | | Danis radis ra Caasseidar | . , | Our - | م اسما سم | (Imote 4) | | |

| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | Code (I 8) | | Securi Acquir or Dis of (D) 3, 4 an | ties red (A) posed (Instr. | (Month/Day/Y | | Securities Underlying Derivative (Instr. 3 ar | g Security | Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|--|---|------------------|----------------------------|---------------------|---|---|-------------------------------------|---------------------|--------------------|--|--|------------------------|--|--|---------------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| Employee Stock Option (Right to Buy) | \$ 6.5 | 03/18/2019 | | M ⁽¹⁾ | | | 5,000 | (8) | 09/11/2023 | Class B Common Stock | 5,000 | \$0 | 23,885 | D | |
| Class B Common Stock | \$0.0 ⁽²⁾ | 03/18/2019 | | M ⁽¹⁾ | | 5,000 | | (2) | (2) | Class A Common Stock | 5,000 | \$0 | 5,000 | D | |
| Class B Common Stock | \$0.0 ⁽²⁾ | 03/18/2019 | | C ⁽¹⁾⁽²⁾ | | | 5,000 | (2) | (2) | Class A Common Stock | 5,000 | \$0 | 0 | D | |

Explanation of Responses:

1. Title of Derivative

1. The transactions were pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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. 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. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$132.98 to \$133.87, 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

4. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$134.14 to \$135.11, 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.

5. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$135.26 to \$136.25, 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.

6. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$136.44 to \$137.38, 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.

7. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$137.63 to \$137.95, 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.

8. Immediately exercisable and fully vested.

<u>/s/ Sarah Ward, Attorney-in-</u>

Fact

** Signature of Reporting Person Date

03/20/2019

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

 \ast 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.