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

1. Name and Addr Horowitz El	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>MongoDB, Inc.</u> [MDB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) C/O MONGOI	1 A.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2019		Officer (give title below) Chief Technolo	Other (specify below)		
1633 BROADV (Street) NEW YORK	NY	10019	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Indi Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person		
(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)				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)		(1150.4)
Class A Common Stock	04/01/2019		C ⁽¹⁾⁽²⁾		7,100	A	\$0 ⁽¹⁾	123,329	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		574	D	\$144.63 ⁽³⁾	122,755	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		1,132	D	\$145.63 ⁽⁴⁾	121,623	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		1,606	D	\$146.72(5)	120,017	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		3,500	D	\$148.76(6)	116,517	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		288	D	\$149.24 ⁽⁷⁾	116,229	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		310	D	\$144.63 ⁽⁸⁾	115,919	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		693	D	\$145.64 ⁽⁹⁾	115,226	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		722	D	\$146.72(10)	114,504	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		2,300	D	\$148.59(11)	112,204	D	
Class A Common Stock	04/01/2019		S ⁽²⁾		1,600	D	\$149.08(12)	110,604	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Execution Date Expiration Date (Month/Day/Year) Derivative Conversion Transaction of Securities Derivative Ownership of Indirect derivative (Month/Day/Year) Derivative Security (Instr. 3) Underlying Beneficial or Exercise if any Code (Instr. Security Securities Form: Price of Derivative (Month/Dav/Year) 8) Securities Acquired Derivative Security (Instr. 5) Beneficially Direct (D) or Indirect Ownership (Instr. 4) (Instr. 3 and 4) Owned (A) or Disposed of (D) Security Following (I) (Instr. 4) Reported Transaction(s) (Instr. 3. 4 (Instr. 4) and 5) Amount Date Expiration Number Exercisable Date Title of Shares Code v (A) (D) Class B Class A **C**⁽¹⁾⁽²⁾ (1) 04/01/2019 (1) 7,100 (1) 1.431.063 D Common 7.100 Commor Stock Stock Class B Class A Вv 362.500 Common (1) Commo Stock 362 500 Т Trust⁽¹³⁾ Stock

Explanation of Responses

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

3. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$144.14 to \$145.11, 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.

4. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$145.14 to \$145.90, 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 \$146.40 to \$147.18, 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 \$148.10 to \$149.04, 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 \$149.24 to \$149.25, 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.

8. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$144.11 to \$144.83, 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.

9. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$145.33 to \$146.25, 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.

10. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$146.58 to \$147.20, 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.

11. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$147.97 to \$148.77, 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.

12. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$149.00 to \$149.24, 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.

13. These shares are held by The ERH Family 2012 Trust for the benefit of the reporting person's children. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Sarah Ward, Attorney-in-Fact 0

04/03/2019

** Signature of Reporting Person Date

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.