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

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1. Name and Addre	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)					
<u>Horowitz Eli</u>	lot		<u> </u>	X	Director	10% Owner				
P					Officer (give title	Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)				
C/O MONGOD	B, INC.		09/04/2018		Chief Technology Officer					
229 WEST 43R	D STREET, 5	TH FLOOR								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Filir	ng (Check Applicable				
NEW YORK	NY	10036		X	Form filed by One Reporting Person					
		10050			Form filed by More than One Reportir 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)		Transaction Disposed Of (D) (Inst Code (Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Class A Common Stock	07/02/2018		G	v	2,161	D	\$0.00	87,838	D			
Class A Common Stock	09/04/2018		C ⁽¹⁾⁽²⁾		7,100	A	\$0.00 ⁽¹⁾	94,938	D			
Class A Common Stock	09/04/2018		S ⁽²⁾		2,641	D	\$70.91 ⁽³⁾	92,297	D			
Class A Common Stock	09/04/2018		S ⁽²⁾		3,259	D	\$71.65(4)	89,038	D			
Class A Common Stock	09/04/2018		S ⁽²⁾		1,200	D	\$72.87 ⁽⁵⁾	87,838	D			

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

	(e.g., puis, cais, 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. Transac Code (li 8)				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: 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				
Class B Common Stock	(1)	09/04/2018		C ⁽¹⁾⁽²⁾			7,100	(1)	(1)	Class A Common Stock	7,100	(1)	1,480,763	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	375,000		375,000	I	By Trust ⁽⁶⁾

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 \$70.25 to \$71.23, 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 \$71.29 to \$72.20, 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.

5. The price reported is a weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$72.50 to \$73.12, 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. 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

** Signature of Reporting Person

09/06/2018

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.