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

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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

														5. Relationship of Reporting Person(s) to Issuer							
Marker Yext I-A, L.P.					Yext, Inc. [YEXT]								(Check all applicable) Director X 10% Owner								
					3. Date of Earliest Transaction (Month/Day/Year) 04/19/2017								Officer (give title						r (specify		
(Last)		irst) I4TH FLOOR	(Middle)		Ļ											below)			belov	v)
10 EAST 53RD ST., 14TH FLOOR														or Joint/Group Filing (Check Applicable Line) m filed by One Reporting Person							
(Street)							X Form filed by More than One Report														
NEW YOF	10022																				
(City)	(Zip)																				
(City) (State) (Zip) Table I - Non-Derivativ					ative	Sec	urities	Δοσιιί	red	Disposed	t of	or Be	eneficial		wned						
1. Title of Se	curity (Instr.	3)	2. Transaction						3.		1	4. Securities Acquired (A) or			5. Amount of			6. Ownership		7. Nature of Indirect	
	Date (Month/Day/Ye		/Day/Yea				Transac Code (In		Disposed Of (D) (Instr.		(Instr. 3,	4 and 5)	Bene	eneficially Owned		Form: Direct (D) or Indirect		Beneficial Ownership (Instr. 4)			
						(Month		ay/Year)	8)						Trans	Following Reported Transaction(s) (Instr. 3 and 4)		(I) (Instr. 4)	'		
									Code	v	Amount		(A) or (D)	Price	(Instr						
Common S	Common Stock				04/19/2017				С		8,144,60	6	Α	(2)(3)	10,190,1		8 I			See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																					
	1.		1	-		uts, c						_									
1. Title of Derivative Security	erivative Conversion Date E			3A. Deemed 4. Execution Date, 17 rans if any Code			Deriv	5. Number of Derivative Securities		te Exer ation D th/Day/		Sec	curities l	Amount of Jnderlying Security (Ins		3. Price of Derivative Security	deri	umber of vative urities	10. Owne Form		11. Nature of Indirect Beneficial
(Instr. 3)	Price of Derivative	((Month/Da	ay/Year)	8)		Acqu	uired (A) or osed of (D)			· oui)		nd 4)			(Instr. 5) B		Beneficially Owned		t (D) Ownership lirect (Instr. 4)	
	Security							r. 3, 4 and										Following Reported		str. 4)	. ,
									Date		Expiration			Amount of Number of		1		Transaction(s) (Instr. 4)			
Series E					Code	V	(A)	(D)	Exerc	isable	Date	Titl		Shares	_						0
Preferred Stock	(2)	04/19/2017			С			6,252,718	3 (.	2)	(2)		ommon Stock	6,252,7	'18	\$ <u>0</u>		0	1	I	See Footnotes ⁽¹⁾⁽²⁾⁽⁴⁾
Series F Preferred Stock	(3)	04/19/2017	с		с			1,891,888	3 (3)	(3)		ommon Stock	1,891,8	,891,888 \$0		0		I		See Footnotes ⁽¹⁾⁽³⁾⁽⁵⁾
1. Name and Address of Reporting Person*								-													
Marker Y	Yext I-A,	<u>L.P.</u>																			
(Last)	(N	(Middle)			-																
(Last) (First) 10 EAST 53RD ST., 14TH FLOOR			(Middle)																		
							-														
(Street) NEW YOF	RK	NY	10	0022																	
(City)		(State)	(Z	ip)																	
1. Name and Address of Reporting Person *																					
Marker I	<u>II LP</u>																				
(Last)		(First)	(N	liddle)																	
10 EAST 53RD ST., 14TH FLOOR																					
(Street)							-														
NEW YOF	RK	NY	10	0022			_														
(City)		(State)	(Z	ip)																	

1. Name and Address	of Reporting Person *	
Marker Yext I	<u>, L.P.</u>	
(Last)	(First)	(Middle)
10 EAST 53RD S	T., 14TH FLOOR	
(Street)		10022
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person *	
Marker Yext C		
(Last)	(First)	(Middle)
10 EAST 53RD S	T., 14TH FLOOR	
,		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
Marker II GP,	Ltd.	
(Last)	(First)	(Middle)
10 EAST 53RD S	T., 14TH FLOOR	
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1 Name and Address	of Reporting Person*	
Marker Yext I		
	Wanager Ltu.	
(Last)	(First)	(Middle)
	T., 14TH FLOOR	(dulo)
	.,	
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Marker Yext I-A, L.P., Marker II LP, Marker Yext I, L.P. (collectively, the "Marker Yext Funds"), Marker Yext GP, LLC, Marker II GP, Ltd. and Marker Yext I Manager Ltd.

2. Immediately prior to the closing of the Issuer's initial public offering of its Common Stock, each share of Series E Preferred Stock automatically converted into one share of Common Stock. The Series E Preferred Stock had no expiration date.

3. Immediately prior to the closing of the Issuer's initial public offering of its Common Stock, each share of Series F Preferred Stock automatically converted into one share of Common Stock. The Series F Preferred Stock had no expiration date.

4. The general partner of each of Marker Yext, I-A L.P. and Marker Yext I, L.P. is Marker Yext GP, LLC. Marker Yext I Manager Ltd. is the sole member of Marker Yext GP, LLC.

5. The general partner of Marker II LP is Marker II GP, Ltd. The principal business address of the entities affiliated with the Marker Yext Funds is 10 East 53rd St., 14th Floor, New York, New York 10022.

/s/ Clayton Prugh Name: Clayton Prugh, General Counsel Authorized Signatory for Marker Yext I-A, L.P.	<u>04/21/2017</u>
<u>/s/ Clayton Prugh Name: Clayton</u> <u>Prugh, General Counsel</u> <u>Authorized Signatory for Marker</u> <u>II LP</u>	<u>04/21/2017</u>
<u>/s/ Clayton Prugh Name: Clayton</u> <u>Prugh, General Counsel</u> <u>Authorized Signatory for Marker</u> <u>Yext I, L.P.</u>	<u>04/21/2017</u>
/s/ Clayton Prugh Name: Clayton Prugh, General Counsel Authorized Signatory for Marker Yext GP, LLC	<u>04/21/2017</u>
/s/ Clayton Prugh Name: Clayton Prugh, General Counsel Authorized Signatory for Marker II GP, Ltd.	<u>04/21/2017</u>

/s/ Clayton Prugh Name: Clayton Prugh, General Counsel 04/21/2017 Authorized Signatory for Marker Yext I Manager Ltd. ** 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.