

Ritchie John
Form 4
March 05, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ritchie John

2. Issuer Name and Ticker or Trading Symbol
AEROHIVE NETWORKS, INC
[HIVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, CFO & COO

C/O AEROHIVE NETWORKS, 1011 MCCARTHY BLVD.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MILPITAS, CA 95035

(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. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 03/01/2018 | | F | | 6,794 (1) | D | 245,976 |
| Common Stock | 03/01/2018 | | M | | 35,000 | A | \$ 0 280,976 |
| Common Stock | 03/01/2018 | | F | | 12,303 (1) | D | \$ 4.35 268,673 |
| Common Stock | 03/01/2018 | | M | | 28,752 | A | \$ 0 297,425 |
| | 03/01/2018 | | F | | | D | 287,482 |

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| | | | | | | | |
|--------------|------------|--|---|--------------|----|------|----------------|
| Common Stock | | | | 9,943 (1) | \$ | | 4.35 |
| Common Stock | 03/01/2018 | | M | 10,625 | A | \$ 0 | 298,107 D |
| Common Stock | 03/01/2018 | | F | 3,675 (1) | D | \$ | 4.35 294,432 D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Stock Units | \$ 0 | 03/01/2018 | | A | | 35,000 (2) | | 03/01/2018 | 03/01/2018 | Common Stock |
| Performance Stock Units | \$ 0 | 03/01/2018 | | M | | 35,000 (2) | | 03/01/2018 | 03/01/2018 | Common Stock |
| Performance Stock Units | \$ 0 | 03/01/2018 | | A | | 28,752 (2) | | 03/01/2018 | 03/01/2018 | Common Stock |
| Performance Stock Units | \$ 0 | 03/01/2018 | | M | | 28,752 (2) | | 03/01/2018 | 03/01/2018 | Common Stock |
| Performance Stock Units | \$ 0 | 03/01/2018 | | M | | 10,625 (3) | | 03/01/2018 | 06/01/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ritchie John C/O AEROHIVE NETWORKS 1011 MCCARTHY BLVD. MILPITAS, CA 95035 | | | SVP, CFO & COO | |

Signatures

/s/ Steve Debenham by Power of
Attorney

03/05/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

(1) In an exempt disposition to the Issuer under rule 16b-3(e), the Issuer withheld shares otherwise to be delivered to the Reporting Person in connection with the satisfaction of the Company's estimate of the Reporting Person's minimum statutory tax withholding requirement arising from the vesting of such shares under a previously reported award of restricted stock units.

(2) The shares subject to the performance-based RSU grant became eligible to vest as of March 1, 2018 based on the Company's achievement of GAAP revenue for its fiscal year 2017 relative to the Company's target revenue for the period, which target the Company's Board of Directors approved at its meeting on February 1, 2017.

(3) 50% of the shares subject to the grant became eligible to vest as of December 19, 2017, when the 20-day, average trailing-closing-price for the Company's Common Stock as reported by NYSE exceeded \$5.50 per share. Under the terms of the grant, such shares will be delivered to the Reporting Person in four equal installments as of each of March 1, June 1, September 1 and December 1, 2018, subject to the Reporting Person continuing as a service provider to the Company as of such respective dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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