SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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

| | | Section 30(n) | of the Investment Company Act | 01 1940 | | | |
|--|---|--------------------|--|---|---|--|---|
| 1. Name and Address of Reporting Person [*] LIGHTSPEED VENTURE PARTNERS VIII LP | 2. Date of Event Requiring Statement (Month/Day/Year) 03/25/2015 | | 3. Issuer Name and Ticker or SolarEdge Technolo | | DG] | | |
| (Last) (First) (Middle) 2200 SAND HILL ROAD, STE. 100 | - | | 4. Relationship of Reporting P (Check all applicable) Director | Person(s) to Issuer X 10% Owner | (Mon | amendment, Da th/Day/Year) | te of Original Filed |
| (Street) MENLO PARK CA 94025 | _ | | Officer (give title below) | Other (spec below) | ² [0. IIIu | cable Line) Form filed by | Group Filing (Check / One Reporting Person / More than One erson |
| (City) (State) (Zip) | _ | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownershi Form: Direct or Indirect (I (Instr. 5) | i (D) (Instr. | | Beneficial Ownership |
| | | | ve Securities Beneficia rants, options, converti | | i) | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exer Expiration D (Month/Day/ | ate | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of | 5. Ownership Form: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | or Indirect (I) (Instr. 5) | |
| Series C Convertible Preferred Stock | (1) | (1) | Common Stock | 2,770,673.33 | (1) | I | By Lightspeed Venture Partners VIII, L.P. ⁽²⁾⁽³⁾ |
| Series D Convertible Preferred Stock | (1) | (1) | Common Stock | 378,823.67 | (1) | I | By Lightspeed Venture Partners VIII, L.P. ⁽²⁾⁽³⁾ |
| Series D-1 Convertible Preferred Stock | (1) | (1) | Common Stock | 102,521.67 | (1) | I | By Lightspeed Venture Partners VIII, L.P. ⁽²⁾⁽³⁾ |
| Series D-2 Convertible Preferred Stock | (1) | (1) | Common Stock | 123,026 | (1) | I | By Lightspeed Venture Partners VIII, L.P. ⁽²⁾⁽³⁾ |
| Series D-3 Convertible Preferred Stock | (1) | (1) | Common Stock | 205,605.67 | (1) | I | By Lightspeed Venture Partners VIII, L.P. ⁽²⁾⁽³⁾ |
| 1. Name and Address of Reporting Person* LIGHTSPEED VENTURE PARTN | IERS VIII L | <u>,P</u> | | | | | |
| (Last) (First) (N 2200 SAND HILL ROAD, STE. 100 | liddle) | | | | | | |
| (Street) MENLO PARK CA 94 | 4025 | | | | | | |
| | ip) | | | | | | |
| 1. Name and Address of Reporting Person* <u>Lightspeed Ultimate General Partner VIII, Ltd.</u> | | | | | | | |
| (Last) (First) (N 2200 SAND HILL ROAD, STE. 100 | liddle) | | | | | | |
| (Street) | | | | | | | |

| (City) (State) (Zip) 1. Name and Address of Reporting Person [*] Lightspeed General Partner VIII, L.P. (Last) (First) (Middle) 2200 SAND HILL ROAD, STE. 100 (Middle) (Street) MENLO PARK CA MENLO PARK CA 94025 (City) (State) (Zip) 1. Name and Address of Reporting Person [*] SCHAEPE CHRISTOPHER J (Last) (First) (Middle) 2200 SAND HILL ROAD, STE. 100 (Street) MENLO PARK CA 94025 (City) (State) (Zip) 1. Name and Address of Reporting Person [*] Eggers Barry. (Last) (First) (Middle) 2200 SAND HILL ROAD, STE. 100 (Street) MENLO PARK CA 94025 (City) (State) (Zip) 1. Name and Address of Reporting Person [*] Mihatre Ravi (Last) (First) (Middle) 2200 SAND HILL ROAD, STE. 100 (Street) MENLO PARK CA 94025 (City) (State) (Zip) 1. Name | MENLO PARK | CA | 94025 | | | | | |
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Explanation of Responses:

1. Each three (3) shares of the issuer's Series D-3, D-2, D-1, D, and C Convertible Preferred Stock will convert into one (1) share of the issuer's Common Stock immediately prior to the closing of an approved initial public offering meeting certain criteria ("IPO"). Such shares have no expiration date.

2. Shares held directly by Lightspeed Venture Partners VIII, L.P. Lightspeed Ultimate General Partner VIII, Ltd. is the general partner of Lightspeed General Partner VIII, L.P. As such, Lightspeed Ultimate General Partner VIII, Ltd. possesses the power to direct the voting and disposition of the shares owned by Lightspeed Venture Partners VIII, L.P. As such, Lightspeed Ultimate General Partner VIII, Ltd. possesses the power to direct the voting and disposition of the shares owned by Lightspeed Venture Partners VIII, L.P. As such are the directors of Lightspeed Ultimate General Partner VIII, Ltd. possesses power to direct the voting and disposition of the shares owned by Lightspeed Venture Partners VIII, L.P. Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh are the directors of Lightspeed Ultimate General Partner VIII, Ltd. and therefore may be deemed to possess power to direct the voting and disposition of the shares owned by Lightspeed Venture Partners VIII, L.P. and may be deemed to have indirect beneficial ownership of the shares held by Lightspeed Venture Partners VIII, L.P.

3. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Lightspeed Venture Partners VIII, L.P., by its general partner Lightspeed General

03/25/2015

Partner VIII, L.P., by itsgeneral partner LightspeedUltimate General Partner VIII,L.P., by its managing member,Peter Nieh, /s/Peter Nieh** Signature of Reporting PersonDate

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 5 (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.