

Ubiquiti Networks, Inc.  
Form 4  
September 19, 2016

**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 \*  
Moore Benjamin

(Last) (First) (Middle)  
2580 ORCHARD PARKWAY  
(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Ubiquiti Networks, Inc. [UBNT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP BUSINESS DEVELOPMENT

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

**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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/07/2016		M <sup>(1)</sup>		758	A	\$ 0
Common Stock	07/07/2016		F <sup>(2)</sup>		238	D	\$ 37.97
Common Stock	09/15/2016		M <sup>(3)</sup>		277,926	A	\$ 0.05
Common Stock	09/15/2016		F <sup>(4)</sup>		91,435	D	\$ 53.1871
Common Stock	09/15/2016		S		150,000	D	\$ 51.2

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Unit	(5)	07/31/2015		A	3,030	(6) (6)	Common Stock 3,030
Restricted Stock Unit	(5)	07/07/2016		M	758	(6) (6)	Common Stock 758
Restricted Stock Unit	(5)	07/29/2016		A	2,538	(7) (7)	Common Stock 2,538
Stock Option (Right to Buy)	\$ 0.05	09/15/2016		M	277,926	(8) 04/09/2018	Common Stock 277,926

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moore Benjamin 2580 ORCHARD PARKWAY SAN JOSE, CA 95131			VP BUSINESS DEVELOPMENT	

## Signatures

/s/ Yi Qian Song, 09/19/2016  
Attorney-in-Fact

\*\*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) Shares acquired as a result of vesting of restricted stock units ("RSU") reported on Table II.

(2) Represents shares withheld to satisfy tax obligations arising out of vesting of RSUs and does not represent a sale by the reporting person.

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- (3) Shares acquired as a result of exercise of stock options previously reported on Table II
- (4) Represents shares withheld to satisfy exercise price and tax obligations arising out of exercise of stock options and does not represent a sale by the reporting person.
- (5) Each RSU represents a contingent right to receive one share of Ubiquiti Networks, Inc. common stock.
- (6) The RSUs will vest as follows: 758 RSUs vest on July 7, 2016; 758 RSUs vest on July 7, 2017; 757 RSUs vest on July 7, 2018; and the remaining 757 RSUs vest on July 7, 2019. Vested units will be delivered to the reporting person on each vesting date.
- (7) The RSUs will vest as follows: 635 RSUs vest on July 8, 2017; 635 RSUs vest on July 8, 2018; 634 RSUs vest on July 8, 2019; and the remaining 634 RSUs vest on July 8, 2020. Vested units will be delivered to the reporting person on each vesting date.
- (8) 1/4 of the shares originally subject to the option became vested on April 9, 2009, and 1/16th of the shares originally subject to the option became vested every three months thereafter.

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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