

CVENT INC
Form SC 13G/A
February 06, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CVENT, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

23247G109
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 23247G109

(1) Names of Reporting
Persons

Insight Venture
Partners VII,
L.P.

(2) Check the
Appropriate Box if
a Member of a Group (a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman
Islands

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 3,573,075*
Power:

(6) Shared
Voting 0
Power:

(7) Sole
Dispositive 3,573,075*
Power:

(8) Shared
Dispositive 0
Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person

3,573,075*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):

(11) Percent of Class
Represented by Amount in Row
(9): 8.6%*

(12) Type of Reporting Person
(See Instructions): PN

* Beneficial ownership percentage is based upon 41,326,256 shares of common stock, \$0.001 par value per share (“Common Stock”), of Cvent, Inc., a Delaware corporation (the “Company”), outstanding as of November 4, 2014, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2014. Insight Holdings Group, LLC (“Insight Holdings”) is the sole shareholder of Insight Venture Associates VII, Ltd. (“IVA Ltd”), which in turn is the general partner of Insight Venture Associates VII, L.P. (“IVP LP”), which in turn is the general partner of each of Insight Venture Partners VII, L.P., Insight Venture Partners (Cayman) VII, L.P., Insight Venture Partners VII (Co-Investors), L.P. and Insight Venture Partners (Delaware) VII, L.P. (collectively, the “Insight VII Funds”). The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

CUSIP NO. 23247G109

(1) Names of Reporting Persons

Insight Venture
Partners
(Cayman) VII,
L.P.

(2) Check the
Appropriate Box if
a Member of a Group (a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman
Islands

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 1,572,943*

Power:

(6) Shared
Voting 0

Power:

(7) Sole
Dispositive 1,572,943*

Power:

(8) Shared
Dispositive 0

Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person

1,572,943*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See

Instructions):

(11) Percent of Class
Represented by Amount in Row

(9): 3.8%*

(12) Type of Reporting Person
(See Instructions): PN

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CUSIP NO. 23247G109

(1) Names of Reporting Persons

Insight Venture
Partners VII
(Co-Investors),
L.P.

(2) Check the

Appropriate Box if a (a)

Member of a Group

(b)

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman Islands

Number of Shares Beneficially
Owned By Each Reporting Person
With

(5) Sole
Voting 82,701*
Power:

(6) Shared
Voting 0
Power:

(7) Sole
Dispositive 82,701*
Power:

(8) Shared
Dispositive 0
Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person

82,701*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):

(11) Percent of Class Represented
by Amount in Row (9): 0.2%*

(12) Type of Reporting Person
(See Instructions): PN

* Beneficial ownership percentage is based upon 41,326,256 shares of common stock, \$0.001 par value per share (“Common Stock”), of Cvent, Inc., a Delaware corporation (the “Company”), outstanding as of November 4, 2014, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2014. Insight Holdings Group, LLC (“Insight Holdings”) is the sole shareholder

of Insight Venture Associates VII, Ltd. ("IVA Ltd"), which in turn is the general partner of Insight Venture Associates VII, L.P. ("IVP LP"), which in turn is the general partner of each of Insight Venture Partners VII, L.P., Insight Venture Partners (Cayman) VII, L.P., Insight Venture Partners VII (Co-Investors), L.P. and Insight Venture Partners (Delaware) VII, L.P. (collectively, the "Insight VII Funds"). The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

CUSIP NO. 23247G109

(1) Names of Reporting Persons

Insight Venture
Partners
(Delaware) VII,
L.P.

(2) Check the
Appropriate Box if
a Member of a Group (a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Delaware

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 226,008*

Power:

(6) Shared
Voting 0

Power:

(7) Sole
Dispositive 226,008*

Power:

(8) Shared
Dispositive 0

Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person

226,008*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):

(11) Percent of Class
Represented by Amount in Row

(9): 0.5%*

(12) Type of Reporting Person
(See Instructions): PN

* Beneficial ownership percentage is based upon 41,326,256 shares of common stock, \$0.001 par value per share (“Common Stock”), of Cvent, Inc., a Delaware corporation (the “Company”), outstanding as of November 4, 2014, based

on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2014. Insight Holdings Group, LLC (“Insight Holdings”) is the sole shareholder of Insight Venture Associates VII, Ltd. (“IVA Ltd”), which in turn is the general partner of Insight Venture Associates VII, L.P. (“IVP LP”), which in turn is the general partner of each of Insight Venture Partners VII, L.P., Insight Venture Partners (Cayman) VII, L.P., Insight Venture Partners VII (Co-Investors), L.P. and Insight Venture Partners (Delaware) VII, L.P. (collectively, the “Insight VII Funds”). The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

CUSIP NO. 23247G109

(1) Names of Reporting Persons

Insight Venture
Associates VII,
L.P.

(2) Check the

Appropriate Box if
a Member of a (a)

Group

(b)

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman
Islands

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole

Voting 0

Power:

(6) Shared

Voting 5,454,727*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 5,454,727*

Power:

(9) Aggregate Amount

Beneficially Owned by Each
Reporting Person

5,454,727*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):

(11) Percent of Class

Represented by Amount in Row

(9): 13.2%*

(12) Type of Reporting Person

(See Instructions): PN

* Beneficial ownership percentage is based upon 41,326,256 shares of common stock, \$0.001 par value per share (“Common Stock”), of Cvent, Inc., a Delaware corporation (the “Company”), outstanding as of November 4, 2014, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2014. Insight Holdings Group, LLC (“Insight Holdings”) is the sole shareholder of Insight Venture Associates VII, Ltd. (“IVA Ltd”), which in turn is the general partner of Insight Venture Associates VII, L.P. (“IVP LP”), which in turn is the general partner of each of Insight Venture Partners VII, L.P., Insight Venture Partners (Cayman) VII, L.P., Insight Venture Partners VII (Co-Investors), L.P. and Insight Venture Partners (Delaware) VII, L.P. (collectively, the “Insight VII Funds”). The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

CUSIP NO. 23247G109

(1) Names of Reporting Persons

Insight Venture
Associates VII,
Ltd.

(2) Check the

Appropriate Box if
a Member of a (a) []
Group

(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman
Islands

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 0

Power:

(6) Shared
Voting 5,454,727*

Power:

(7) Sole
Dispositive 0

Power:

(8) Shared
Dispositive 5,454,727*

Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person

5,454,727*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions): []

(11) Percent of Class
Represented by Amount in Row

(9): 13.2%*

(12) Type of Reporting Person
(See Instructions): CO

* Beneficial ownership percentage is based upon 41,326,256 shares of common stock, \$0.001 par value per share (“Common Stock”), of Cvent, Inc., a Delaware corporation (the “Company”), outstanding as of November 4, 2014, based

on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2014. Insight Holdings Group, LLC (“Insight Holdings”) is the sole shareholder of Insight Venture Associates VII, Ltd. (“IVA Ltd”), which in turn is the general partner of Insight Venture Associates VII, L.P. (“IVP LP”), which in turn is the general partner of each of Insight Venture Partners VII, L.P., Insight Venture Partners (Cayman) VII, L.P., Insight Venture Partners VII (Co-Investors), L.P. and Insight Venture Partners (Delaware) VII, L.P. (collectively, the “Insight VII Funds”). The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

CUSIP NO. 23247G109

(1) Names of Reporting Persons

Insight

Holdings

Group, LLC

(2) Check the

Appropriate Box if (a)

a Member of a

Group

(b)

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Delaware

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole

Voting 0

Power:

(6) Shared

Voting 5,454,727*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 5,454,727*

Power:

(9) Aggregate Amount

Beneficially Owned by Each
Reporting Person

5,454,727*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See

Instructions):

(11) Percent of Class

Represented by Amount in Row

(9): 13.2%*

(12) Type of Reporting Person

(See Instructions): OO

* Beneficial ownership percentage is based upon 41,326,256 shares of common stock, \$0.001 par value per share (“Common Stock”), of Cvent, Inc., a Delaware corporation (the “Company”), outstanding as of November 4, 2014, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and

Exchange Commission on November 6, 2014. Insight Holdings Group, LLC ("Insight Holdings") is the sole shareholder of Insight Venture Associates VII, Ltd. ("IVA Ltd"), which in turn is the general partner of Insight Venture Associates VII, L.P. ("IVP LP"), which in turn is the general partner of each of Insight Venture Partners VII, L.P., Insight Venture Partners (Cayman) VII, L.P., Insight Venture Partners VII (Co-Investors), L.P. and Insight Venture Partners (Delaware) VII, L.P. (collectively, the "Insight VII Funds"). The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

Item 1(a). Name Of Issuer. Cvent, Inc. (the “Company”)

Item 1(b). Address of Issuer’s Principal Executive Offices.

8180 Greensboro Drive

9th Floor

McLean, Virginia 22102

Item 2(a). Name of Person Filing.

This report on Schedule 13G (this “Schedule 13G”), is being jointly filed by (i) Insight Venture Partners VII, L.P. (“IVP VII”), a Cayman Islands exempted limited partnership that, as of December 31, 2014, was the holder of 3,573,075 shares of common stock, par value \$0.001 per share (“Common Stock”), of the Company reported on this Schedule 13G, (ii) Insight Venture Partners (Cayman) VII, L.P. (“IVP Cayman VII”), a Cayman Islands exempted limited partnership that, as of December 31, 2014, was the holder of 1,572,943 shares of Common Stock of the Company reported on this Schedule 13G, (iii) Insight Venture Partners VII (Co-Investors), L.P. (“IVP VII Co-Investors”), a Cayman Islands exempted limited partnership that, as of December 31, 2014, was the holder of 82,701 shares of Common Stock of the Company reported on this Schedule 13G, (iv) Insight Venture Partners (Delaware) VII, L.P. (“IVP Delaware VII,” and together with IVP VII, IVP Cayman VII and IVP VII Co-Investors, the “Insight VII Funds”), a Delaware limited partnership that, as of December 31, 2014, was the holder of 226,008 shares of Common Stock of the Company reported on this Schedule 13G, (v) Insight Venture Associates VII, L.P. (“IVP LP”), a Cayman Islands exempted limited partnership and the general partner of each of the Insight VII Funds, (vi) Insight Venture Associates VII, Ltd. (“IVA Ltd”), a Cayman Islands exempted company and the general partner of IVP LP and (vii) Insight Holdings Group, LLC, a Delaware limited liability company and the sole shareholder of IVA Ltd (“Insight Holdings,” and together with the Insight VII Funds, IVP LP and IVA Ltd, the “Reporting Persons”).

Insight Holdings is the sole shareholder of IVA Ltd, which in turn is the general partner of IVP LP, which in turn is the general partner of each of the Insight VII Funds. The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

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As of December 31, 2014, (i) IVP VII held 3,573,075 shares of Common Stock, which constitute 8.6% of the shares of Common Stock deemed to be outstanding as of that date, (ii) IVP Cayman VII held 1,572,943 shares of Common Stock, which constitute 3.8% of the shares of Common Stock deemed to be outstanding as of that date, (iii) IVP VII Co-Investors held 82,701 shares of Common Stock, which constitute 0.2% of the shares of Common Stock deemed to be outstanding as of that date and (iv) IVP Delaware VII held 226,008 shares of Common Stock, which constitute 0.5% of the shares of Common Stock deemed to be outstanding as of that date.

Item 2(b). Address of Principal Business Office or, if None, Residence.

The address for the Reporting Persons (other than for IVP Delaware VII and Insight Holdings) is: P.O. Box 309 Uglund House, Grand Cayman E9 KY1-1104. The address for IVP Delaware VII and Insight Holdings is: 1114 Avenue of the Americas, 36th Floor, New York, New York 10036.

Item 2(c). Citizenship.

IVP VII, IVP Cayman VII, IVP VII Co-Investors, IVP LP, and IVA Ltd are organized under the laws of the Cayman Islands. IVP Delaware VII and Insight Holdings are organized under the laws of Delaware.

Item 2(d). Title of Class of Securities.

Common Stock, \$0.001 par value per share.

Item 2(e). CUSIP No.

23247G109

Item 3. If This Statement Is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

(a) Amount Beneficially Owned:

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Insight Venture Partners VII, L.P.	3,573,075*
Insight Venture Partners (Cayman) VII, L.P.	1,572,943*
Insight Venture Partners VII (Co-Investors), L.P.	82,701*
Insight Venture Partners (Delaware) VII, L.P.	226,008*
Insight Venture Associates VII, L.P.	5,454,727*
Insight Venture Associates VII, Ltd.	5,454,727*
Insight Holdings Group, LLC	5,454,727*

(b) Percent of Class:

Insight Venture Partners VII, L.P.	8.6%*
Insight Venture Partners (Cayman) VII, L.P.	3.8%*
Insight Venture Partners VII (Co-Investors), L.P.	0.2%*
Insight Venture Partners (Delaware) VII, L.P.	0.5%*
Insight Venture Associates VII, L.P.	13.2%*
Insight Venture Associates VII, Ltd.	13.2%*
Insight Holdings Group, LLC	13.2%*

(c) Number of Shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Insight Venture Partners VII, L.P.	3,573,075*
Insight Venture Partners (Cayman) VII, L.P.	1,572,943*
Insight Venture Partners VII (Co-Investors), L.P.	82,701*
Insight Venture Partners (Delaware) VII, L.P.	226,008*
Insight Venture Associates VII, L.P.	0
Insight Venture Associates VII, Ltd.	0
Insight Holdings Group, LLC	0

(ii) Shared power to vote or to direct the vote:

Insight Venture Partners VII, L.P.	0
Insight Venture Partners (Cayman) VII, L.P.	0
Insight Venture Partners VII (Co-Investors), L.P.	0
Insight Venture Partners (Delaware) VII, L.P.	0
Insight Venture Associates VII, L.P.	5,454,727*
Insight Venture Associates VII, Ltd.	5,454,727*
Insight Holdings Group, LLC	5,454,727*

(iii) Sole power to dispose or to direct the disposition of:

Insight Venture Partners VII, L.P.	3,573,075*
Insight Venture Partners (Cayman) VII, L.P.	1,572,943*
Insight Venture Partners VII (Co-Investors), L.P.	82,701*
Insight Venture Partners (Delaware) VII, L.P.	226,008*
Insight Venture Associates VII, L.P.	0
Insight Venture Associates VII, Ltd.	0
Insight Holdings Group, LLC	0

(iv) Shared power to dispose or to direct the disposition of:

Insight Venture Partners VII, L.P.	0
Insight Venture Partners (Cayman) VII, L.P.	0
Insight Venture Partners VII (Co-Investors), L.P.	0
Insight Venture Partners (Delaware) VII, L.P.	0
Insight Venture Associates VII, L.P.	5,454,727*
Insight Venture Associates VII, Ltd.	5,454,727*
Insight Holdings Group, LLC	5,454,727*

* This report on Schedule 13G (this "Schedule 13G"), is being jointly filed by (i) Insight Venture Partners VII, L.P. ("IVP VII"), a Cayman Islands exempted limited partnership that, as of December 31, 2014, was the holder of 3,573,075 shares of common stock, par value \$0.001 per share ("Common Stock"), of the Company reported on this Schedule 13G, (ii) Insight Venture Partners

(Cayman) VII, L.P. ("IVP Cayman VII"), a Cayman Islands exempted limited partnership that, as of December 31, 2014, was the holder of 1,572,943 shares of Common Stock of the Company reported on this Schedule 13G, (iii) Insight Venture Partners VII (Co-Investors), L.P. ("IVP VII Co-Investors"), a Cayman Islands exempted limited partnership that, as of December 31, 2014, was the holder of 82,701 shares of Common Stock of the Company reported on this Schedule 13G, (iv) Insight Venture Partners (Delaware) VII, L.P. ("IVP Delaware VII," and together with IVP VII, IVP Cayman VII and IVP VII Co-Investors, the "Insight VII Funds"), a Delaware limited partnership that, as of December 31, 2014, was the holder of 226,008 shares of Common Stock of the Company reported on this Schedule 13G, (v) Insight Venture Associates VII, L.P. ("IVP LP"), a Cayman Islands exempted limited partnership and the general partner of each of the Insight VII Funds, (vi) Insight Venture Associates VII, Ltd. ("IVA Ltd"), a Cayman Islands exempted company and the general partner of IVP LP and (vii) Insight Holdings Group, LLC, a Delaware limited liability company and the sole shareholder of IVA Ltd ("Insight Holdings," and together with the Insight VII Funds, IVP LP and IVA Ltd, the "Reporting Persons").

Insight Holdings is the sole shareholder of IVA Ltd, which in turn is the general partner of IVP LP, which in turn is the general partner of each of the Insight VII Funds. The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be beneficially owned by Insight Holdings, IVA Ltd. and IVP LP. The foregoing is not an admission by IVP LP, IVA Ltd, or Insight Holdings that it (i) is the beneficial owner of the shares held by the Insight VII Funds, or (ii) has a pecuniary interest in the shares held by the Insight VII Funds except to the extent of its economic interest in such shares.

As of December 31, 2014, (i) IVP VII held 3,573,075 shares of Common Stock, which constitute 8.6% of the shares of Common Stock deemed to be outstanding as of that date, (ii) IVP Cayman VII held 1,572,943 shares of Common Stock, which constitute 3.8% of the shares of Common Stock deemed to be outstanding as of that date, (iii) IVP VII Co-Investors held 82,701 shares of Common Stock, which constitute 0.2% of the shares of Common Stock deemed to be outstanding as of that date and (iv) IVP Delaware VII held 226,008 shares of Common Stock, which constitute 0.5% of the shares of Common Stock deemed to be outstanding as of that date.

The foregoing beneficial ownership percentages are based upon 41,326,256 shares of common stock, \$0.001 par value per share ("Common Stock"), of Cvent, Inc., a Delaware corporation (the "Company"), outstanding as of November 4, 2014, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2014.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 6, 2015

**INSIGHT HOLDINGS
GROUP, LLC**

By: /s/ Jeffrey Horing
Name: Jeffrey Horing
Title: Managing Member

**INSIGHT VENTURE
ASSOCIATES VII, LTD.**

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

**INSIGHT VENTURE
ASSOCIATES VII, L.P.**

By: Insight Venture
Associates VII, Ltd.,
its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

**INSIGHT VENTURE
PARTNERS VII, L.P.**

By: Insight Venture
Associates VII, L.P.,
its general partner

By: Insight Venture
Associates VII, Ltd.,
its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

**INSIGHT
VENTURE
PARTNERS
(CAYMAN) VII, L.P.**

By: Insight Venture
Associates VII, L.P.,
its general partner

By: Insight Venture
Associates VII, Ltd.,
its general partner

By: /s/ Blair Flicker
Name: Blair
Flicker
Title: Vice
President

**INSIGHT
VENTURE
PARTNERS VII
(CO-INVESTORS),
L.P.**

By: Insight Venture
Associates VII, L.P.,
its general partner

By: Insight Venture
Associates VII, Ltd.,
its general partner

By: /s/ Blair Flicker
Name: Blair
Flicker
Title: Vice
President

**INSIGHT
VENTURE
PARTNERS**

**(DELAWARE) VII,
L.P.**

By: Insight Venture
Associates VII, L.P.,
its general partner

By: Insight Venture
Associates VII, Ltd.,
its general partner

By: /s/ Blair Flicker

Name: Blair

Flicker

Title: Vice

President

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).**