Edgar Filing: BLAIR WILLIAM CAPITAL PARTNERS VII QP LP - Form 4

BLAIR WILLIAM CAPITAL PARTNERS VII QP LP

Form 4

March 23, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

burden hours per response...

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * William Blair Capital Management			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
VII, LLC			HouseValues, Inc. [SOLD]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	** **		
303 W. MAD	ISON, SUI	TE 2500	(Month/Day/Year) 03/22/2006	Director X 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, II	L 60606		Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owner		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secu	rities Acqu	iired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Dispose (Instr. 3, 4) Amount	d of (D)	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)
Common Stock	03/22/2006		S <u>(1)</u>	74,944 (<u>2)</u>	D	\$ 8.7761	5,229,271 (<u>3)</u>	I	By Ltd Partnership, See Footnote (4)

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

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 control number.

SEC 1474

(9-02)

Edgar Filing: BLAIR WILLIAM CAPITAL PARTNERS VII QP LP - Form 4

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. ofNumber of Derivative Securities		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own
	Security				Acquired (A) or Disposed of (D) (Instr. 3,						Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
coporting of the randomization	Director	10% Owner	Officer	Other			
William Blair Capital Management VII, LLC 303 W. MADISON, SUITE 2500 CHICAGO, IL 60606		X					
William Blair Capital Management VII, LP 303 W. MADISON, SUITE 2500 CHICAGO, IL 60606		X					
BLAIR WILLIAM CAPITAL PARTNERS VII QP LP 303 W. MADISON, SUITE 2500 CHICAGO, IL 60606		X					
BLAIR WILLIAM CAPITAL PARTNERS VII LP 303 W. MADISON, SUITE 2500 CHICAGO, IL 60606		X					

Signatures

Robert Blank, Managing Director of William Blair Capital Management VII, L.L.C.	03/23/2006
**Signature of Reporting Person	Date
Robert Blank, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P.	03/23/2006
**Signature of Reporting Person	Date
Robert Blank, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII, QP, L.P.	03/23/2006
**Signature of Reporting Person	Date

Reporting Owners 2

Edgar Filing: BLAIR WILLIAM CAPITAL PARTNERS VII QP LP - Form 4

Robert Blank, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII, L.P.

03/23/2006

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted on March 16, 2006 by William Blair Capital Partners VII QP, LP and William Blair Capital Partners VII, LP.
- (2) Represents 72,163 shares beneficially owned by William Blair Capital Partners VII QP, LP and 2,781 shares beneficially owned by William Blair Capital Partners VII LP.
- (3) Represents 5,035,214 shares beneficially owned by William Blair Capital Partners VII QP, LP and 194,057 shares beneficially owned by William Blair Capital Partners VII LP.
 - The amounts shown in Table I represent the beneficial ownership of the Issuer's equity securities by William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P., a portion of which may be deemed attributable to William Blair Capital Management VII, L.P., because William Blair Capital Management VII, L.P. is the
- (4) general partner of William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. and William Blair Capital Management VII, L.P. the actual pro rata portion of such beneficial ownership that may be deemed attributable to such Reporting Person is not readily determinable because it is subject to several variables.
- The Designated Filer is executing this report on behalf of William Blair Capital Management VII, L.L.C., William Blair Capital Management VII, L.P., William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. (collectively, the 'Reporting Persons'), each of whom has authorized it to do so. Each of the Reporting Persons disclaims beneficial ownership of the reported securities, except to the extent of their pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3