

Bain Capital Venture Partners, LLC

John Hancock Tower
200 Clarendon Street
Boston, Massachusetts 02116

www.baincapitalventures.com

Part 2A of Form ADV: Firm Brochure
March 2013

This brochure provides information about the qualifications and business practices of Bain Capital Venture Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (617) 516-2318. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Bain Capital Venture Partners, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

Item 2 is not applicable.

Item 3. Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	3
4	Advisory Business	4
5	Fees and Compensation	5
6	Performance-Based Fees and Side-By-Side Management	6
7	Types of Clients	6
8	Methods of Analysis, Investment Strategies and Risk of Loss	6
9	Disciplinary Information	9
10	Other Financial Industry Activities and Affiliations	10
11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	16
12	Brokerage Practices	17
13	Review of Accounts	18
14	Client Referrals and Other Compensation	18
15	Custody	19
16	Investment Discretion	19
17	Voting Client Securities	19
18	Financial Information	19
19	Requirements for State-Registered Advisers	19

Item 4. Advisory Business

Bain Capital Ventures, a Delaware limited liability company wholly owned by Bain Capital, LLC (“Bain Capital”), provides investment advisory services to pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”) and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”) (the “Bain Capital Venture Funds”)¹. As the investment adviser of each Bain Capital Venture Fund, Bain Capital Ventures, along with the general partners of the Bain Capital Venture Funds (“General Partner”), identifies investment opportunities for, and participates in the acquisition, management, monitoring and disposition of investments of, each Bain Capital Venture Fund.

Bain Capital Ventures has focused on seed through late-stage growth equity investing in software, hardware, information, digital media, internet, healthcare, and technology-driven business services companies. Such investments take the form of privately negotiated investment instruments including unregistered equity from both U.S. and non-U.S. issuers and other investments, including investments in partnerships, consistent with the respective Bain Capital Venture Fund’s investment strategy and objectives.

Bain Capital Ventures provides investment advisory services to each of the Bain Capital Venture Funds pursuant to separate investment and advisory agreements (each, an “Advisory Agreement”). Investment advice is provided by Bain Capital Partners directly to the Bain Capital Partners Funds, subject to the direction and control of the General Partner of such Bain Capital Partners Fund.

Any restrictions on investments in certain types of securities, are established by the General Partner of the applicable Bain Capital Venture Fund, and are set forth in the documentation received by each limited partner prior to investment in such Bain Capital Venture Fund. Once invested in a Bain Capital Venture Fund, investors cannot impose restrictions on the types of securities in which such Bain Capital Venture Fund may invest. Currently there are no restrictions on the types of securities in which a Bain Capital Venture Fund may invest.

Bain Capital Ventures has been in business since 2000. As of December 31, 2012, Bain Capital Ventures manages approximately \$2,045,000,000 of client assets, all of which is managed on a discretionary² basis.

¹ Where applicable, includes wholly owned subsidiaries and AIVs related to transactions with Bain Capital Venture Funds.

² Bain Capital Ventures does not have ultimate investment discretion with respect to the assets of any Bain Capital Venture Funds, as such discretion is retained by the applicable General Partner of each Bain Capital Venture Fund.

Item 5. Fees and Compensation

As compensation for investment advisory services rendered to the Bain Capital Venture Funds, Bain Capital Ventures receives from each Bain Capital Venture Fund an annual management fee payable quarterly in advance. Upon the termination of an Advisory Agreement, appropriate treatment will be given to all management fees collected in advance. As described below, the management fee may be reduced or waived in some circumstances in connection with the receipt by Bain Capital Ventures or its related persons of various fees paid by actual or prospective portfolio companies. The management fee is generally subject to waiver or reduction by Bain Capital Ventures in its sole discretion, including in connection with investments made by the General Partners or its related persons.

To the extent provided in the Advisory Agreements and the partnership agreements of the Bain Capital Venture Funds, Bain Capital Ventures will pay out of its management fees certain operating expenses, including expenses on account of rent, utilities, office supplies, office equipment, travel, entertainment, compensation of its Managing Directors and employees (other than carried interest described in Item 6 below) and other routine administrative expenses relating to the services and facilities provided by Bain Capital Ventures to the Bain Capital Venture Funds. Each Bain Capital Venture Fund will bear all other expenses relating to it to the extent not borne by its portfolio companies, including legal, accounting, investment banking, consulting, research, brokerage, finders', custody, transfer, registration, advisory board, interest, taxes and extraordinary expenses, and other similar fees and expenses. Some of these expenses borne by the Bain Capital Venture Funds may relate to costs associated with unexecuted transactions.

Other Fees

Bain Capital Ventures and its affiliates will typically perform management, advisory, investment banking, financial advisory and other services ("Related Services") for, and will receive fees from, actual or prospective portfolio companies or other investment vehicles of the Bain Capital Venture Funds, including such fees in connection with mergers, acquisitions, add-on acquisitions, refinancings, public offerings, sales and similar transactions. These fees may be significant, and in some instances, may exceed the management fee. Such fees may be paid in cash, in securities of portfolio companies or investment vehicles (or rights thereto) or otherwise. Additionally, a portfolio company may reimburse Bain Capital Venture Partners, LLC for expenses incurred by Bain Capital Venture Partners, LLC in connection with its performance of services for such portfolio company.

Although such fees are in addition to the management fees paid by the Bain Capital Venture Funds, Bain Capital Ventures will in some circumstances reduce future management fees in connection with the receipt of these fees. The calculation of such reduction varies from fund to fund and is described in the applicable fund documents. Such reductions will be credited on a regular basis. To the extent any such credit would reduce the management fee for a given quarter below zero, such credit will be carried forward for future application. These fees are disclosed in the annual financial statements of the applicable Bain Capital Venture Fund.

Although Bain Capital Ventures does not generally utilize the services of broker-dealers for transaction related services, in the event that it chooses to use a broker-dealer for limited purposes relating to a particular Bain Capital Venture Fund, such Bain Capital Venture Fund will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12 below.

Item 6. Performance-Based Fees and Side-By-Side Management

A portion of each Bain Capital Venture Fund's net investment profit is allocated to the capital account of its General Partners as "carried interest." Each General Partner of a Bain Capital Venture Fund is a related person of Bain Capital Ventures.

Item 7. Types of Clients

Bain Capital Ventures currently provides investment advisory services to the Bain Capital Venture Funds. Investment advice is provided directly to the Bain Capital Venture Funds, subject to the direction and control of the General Partner of such Bain Capital Venture Fund, and not individually to the limited partners of such Bain Capital Venture Funds.

Interests in the Bain Capital Venture Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in Bain Capital Venture Funds include high net worth individuals, banks, thrift institutions, pension and profit-sharing plans, sovereign wealth funds, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies or other business entities.

Although Bain Capital Ventures does not impose minimum dollar values on creating a Bain Capital Venture Fund legal eligibility requirements must be met. Minimum investment commitments may be established for limited partners in Bain Capital Venture Funds. The General Partner of each Bain Capital Venture Fund, in its sole discretion, may permit investments that are less than the minimum investment commitment set forth in the applicable fund documents of such Bain Capital Venture Fund.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

Prior to making an investment, Bain Capital Ventures carries out an extensive fundamental analysis of a potential target investment's position and prospects. Understanding the market potential, the sustainability of the business model and the competitive environment is an integral element to the Bain Capital Ventures investment approach.

The dimensions of such due diligence analysis include the following:

Management. Bain Capital Ventures evaluates members of the management team, works to ensure that post-closing economic incentives are aligned with the business plan and supports the management team.

Market Definition. Market definition delineates the boundaries where competitive advantage can be established and sustained. Market definition is based on the business's economics, overlap with other businesses, and the dynamics of customer behavior.

Market Segmentation. Within a defined market, market segments present vulnerabilities as well as opportunities.

Customer Value Proposition. Determining the true value that a company's product or service creates for its customers is critical to understanding whether a profitable company can be built.

Competitive Position. Often at the heart of strategic due diligence is a thorough analysis of each competitor's market and segment shares, technology, management, financial capability, cost position and implicit future strategy.

Financial Position and Prospects. Bain Capital Ventures evaluates the allocation of capital to various functional areas of each potential investment.

Capabilities and Assets. Generally, a business enjoys or can develop distinctive capabilities, which set it apart from other participants in its industry. The value and potential of these capabilities can be measured. These capabilities may include brand franchise, distribution strength, and technology.

Intellectual Property, Regulatory, Tax, Legal, Accounting. Bain Capital Ventures and an experienced team of outside professionals, as needed, perform a full review of intellectual property, regulatory, tax, legal and accounting contingencies prior to making an investment.

Harvest Analysis. Prior to making an investment, Bain Capital Ventures fully explores the alternative options for future liquidity. Businesses with few liquidity alternatives are more heavily discounted than those with more options.

Risks

The purchase of limited partnership interests in the Bain Capital Venture Fund involves a number of significant risk and other important factors relating to investments in limited partnerships generally, and relating to the structure and investment objectives of the Bain Capital Venture Fund in particular.

Nature of Investments

The securities in which the Bain Capital Venture Funds will invest will generally be among the most junior in a portfolio company's capital structure, and thus subject to the greatest risk of loss. The Bain Capital Venture Funds' investments will generally be in minority positions in portfolio companies, in many cases without power individually to exert significant control over such portfolio companies' boards of directors and management, although the Bain Capital Venture Funds may also purchase a majority position of the securities of a portfolio company.

Generally, the Bain Capital Venture Funds' portfolio companies will be at a relatively early stage of development, thus entailing significant operating risk, although the Bain Capital Venture Funds may also invest in portfolio companies in later development stages.

The Bain Capital Venture Funds may make investments on a leveraged basis, as a result of which recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of the Bain Capital Venture Funds' portfolio companies. Also, increased interest rates generally increase portfolio company interest expenses. In the event any such portfolio company cannot generate adequate cash flow to meet debt service, the applicable Bain Capital Venture Fund may suffer a partial or total loss of capital invested in the portfolio company.

Financial Market Fluctuations

General fluctuations in the market prices of securities and economic conditions generally, particularly of the type experienced since 2008, may affect the Bain Capital Venture Funds' ability to make investments and the value of the investments held by the Bain Capital Venture Funds. Instability in the securities markets and economic conditions generally may also increase the risks inherent in the Bain Capital Venture Funds' investments. While current market conditions may create opportunities for the Bain Capital Venture Funds to make investments at prices that the General Partner and Bain Capital Ventures believe are attractive, it creates a number of risks. There can be no assurance that the market will, in the future, become more liquid than it is at present and it may well continue to be volatile for the foreseeable future. The Bain Capital Venture Funds may be adversely affected to the extent that they seek to dispose of any of their portfolio investments into an illiquid or volatile market, and the Bain Capital Venture Funds may find themselves unable to dispose of investment at price that Bain Capital Ventures and their applicable General Partner and Bain Capital Ventures believe reflect their investments' fair value. The duration and ultimate effect of current market conditions and whether such conditions may worsen cannot be predicted. The ability of portfolio companies to refinance debt securities may depend on their ability to sell new securities in the public high yield debt market or otherwise.

Illiquidity of Investments

The Bain Capital Venture Funds' investments may consist of securities that are subject to restrictions on sale by the Bain Capital Venture Funds under U.S. securities laws because they were acquired from the issuer in "private placement" transactions or because the Bain Capital Venture Funds are deemed to be an affiliate of the issuer.. Generally, a Bain Capital Venture Fund will not be able to sell these securities publicly in the U.S. without the expense, time and other burdens required to register the securities under the Securities Act of 1933, as amended (the "Securities Act") or will be able to sell the securities only under Rule 144 or other rules under the Securities Act that permit only limited sales under specified conditions. When restricted securities are sold to the public, the applicable Bain Capital Venture Fund may be deemed a controlling person, or possibly an "underwriter," with respect thereto for the purpose of the Securities Act and be subject to liability as such under that Act. The sale of investments may be subject to restrictions imposed by the applicable securities laws of non-U.S. jurisdictions in the case of portfolio companies that are not U.S. companies. In addition, practical limitations may

inhibit a Bain Capital Venture Fund's ability to liquidate certain of its investments in the portfolio companies when the issuer is privately held and the Bain Capital Venture Fund owns a relatively large percentage of the issuer's equity securities. Sales may also be limited by market conditions, which may be unfavorable for sales of securities of particular issuers or issuers in particular industries. The limitations on liquidity of a Bain Capital Venture Fund's investments could prevent a successful sale thereof, result in delay of any sale, or reduce the amount of proceeds that might otherwise be realized.

Legal and Regulatory Risks

Legal, tax and regulatory changes could occur during the term of the Bain Capital Venture Funds that may adversely affect the Bain Capital Venture Funds. The regulatory environment for private investment funds is evolving, and changes in the regulation of private investment funds may adversely affect the value of investments held by the Bain Capital Venture Funds and the ability of the Bain Capital Venture Funds to obtain the leverage it might otherwise obtain or to pursue its trading strategies. New laws or revised regulations imposed by the U.S. Securities and Exchange Commission (the "SEC"), other governmental regulatory authorities, self-regulatory organizations or industry bodies that supervise the financial markets that could adversely affect the Bain Capital Venture Funds may be adopted in the future. The Bain Capital Venture Funds may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by these regulatory authorities or self-regulatory organizations.

General Risks Associated with Non-U.S. Investments

Investment in non-U.S. issuers or securities principally traded outside of the United States may involve certain special risks due to non-U.S. economic, political and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of taxes on dividends, interest payments, or capital gains, the need for approval by government or other authorities to make investments, and possible difficulty in obtaining and enforcing judgments against non-U.S. entities. Furthermore, there may be less information publicly available about a non-U.S. issuer than about a U.S. issuer, and issuers of non-U.S. securities are subject to different, often less comprehensive accounting reporting and disclosure requirements than U.S. issuers. The securities of some non-U.S. governments and companies and non-U.S. securities markets are less liquid and at times more volatile than comparable U.S. securities and securities markets. Non-U.S. brokerage commissions and other fees are also generally higher than in the United States. There are also special tax considerations that apply to investments in securities of non-U.S. issuers and securities principally traded outside of the United States. Moreover, the expenses normally associated with non-U.S. investments often exceed those associated with U.S. investments.

Reliance on Management of the Investment Adviser

Decisions with respect to the management of each Bain Capital Venture Fund will be made by the General Partner of such Bain Capital Venture Fund with the advice of Bain Capital Ventures. The success of a Bain Capital Venture Fund will depend on the ability of its General Partner and Bain Capital Ventures to identify and consummate investments, to improve the operating performance of portfolio companies and to dispose of investments of such Bain Capital Venture Fund at a profit. The loss of the services of one or more members of the professional staff of

Bain Capital Ventures or of the partners of the General Partner of a Bain Capital Venture Fund could have an adverse impact on such Bain Capital Venture Fund's ability to realize its investment objective. In addition, it is expected that all of the officers and employees responsible for managing a particular Bain Capital Venture Fund will continue to have responsibilities with respect to other funds and accounts managed by Bain Capital Ventures. Thus such persons will have demands made on their time for the investment, monitoring, exit strategy and other functions of other funds and accounts.

Different risks may exist with respect to investments in different Bain Capital Venture Funds. The risks associated with an investment in any particular Bain Capital Venture Fund maybe substantially impacted by the nature and timing of the market.

Third-Party Involvement

The Bain Capital Venture Funds may co-invest with third-parties through partnerships, joint ventures or other entities. Such investments may involve risks not present in investments where a third-party is not involved, including the possibility that a third-party co-venturer or partner may at any time have economic or business interests or goals which are inconsistent with those of the Bain Capital Venture Funds, or may be in a position to take action contrary to the investment objective of the Bain Capital Venture Funds. In addition, the Bain Capital Venture Funds may in certain circumstances be liable for actions of its third-party co-venturer or partner.

Item 9. Disciplinary Information

No material items exist as of this time.

Item 10. Other Financial Industry Activities and Affiliations

Related General Partners

Various limited partnerships serve as general partners of the Bain Capital Venture Funds, and Bain Capital Venture Investors, LLC is the general partner of each of the General Partners. Mr. Michael A. Krupka and Mr. J. Benjamin Nye are the managers of Bain Capital Venture Investors, LLC.

Affiliated Advisers

Bain Capital Ventures currently has four affiliated advisers based in the U.S., each of which focuses primarily on a different area of investment management, although such areas may overlap from time to time (such advisers, together with Bain Capital Ventures, the "U.S. Affiliate Advisers"). Each U.S. Affiliate Adviser is registered as an investment adviser with the Securities and Exchange Commission. The U.S. Affiliate Advisers currently include, in addition to Bain Capital Ventures:

- Bain Capital Partners, LLC, which focuses on leveraged buyouts and growth capital in a wide variety of industries;

- Brookside Capital, LLC, the public equity affiliate of Bain Capital, whose primary objective is investing in securities of publicly traded companies that offer opportunities to realize substantial long-term capital appreciation;
- Sankaty Advisors, LLC, which uses fundamental credit analysis to identify attractive investment opportunities and seeks superior risk adjusted returns, primarily in credit products and fixed-income investments; and
- Absolute Return Capital, LLC, which manages assets in fixed income, equity and commodity markets to produce attractive risk-adjusted returns while maintaining low correlation to traditional investments.

In addition to the U.S. Affiliate Advisers, Bain Capital, Ltd. and Sankaty Advisors Ltd., both affiliates of Bain Capital, are licensed as investment advisers with the United Kingdom Financial Services Authority (together with the U.S. Affiliate Advisers, the “Affiliate Advisers”).

Each of the U.S. Affiliate Advisers’ investment activities are conducted independently, but the U.S. Affiliate Advisers may provide an extensive personal network and access to vertical industry expertise. On occasion, the Bain Capital Venture Funds may also benefit from attractive non-traditional investment opportunities from U.S. Affiliate Advisers.

Bain Capital has established other non-investment advisory related entities which are affiliates of the U.S. Affiliate Advisers. These entities do not provide investment advisory services and have been organized primarily to provide services incidental to the services of the U.S. Affiliates Advisers, such as servicing portfolio companies of the Bain Capital Venture Funds (as described below).

Conflicts of Interest

As a diversified private investment firm, Bain Capital and its affiliates, including Bain Capital Ventures, engage in a broad range of activities, including investment activities their own account and for the account of other investment funds or accounts, and providing investment banking, advisory, management and other services to funds and operating companies, including portfolio companies of the Bain Capital Venture Funds.

Bain Capital currently has a number of Affiliate Advisers, including Bain Capital Ventures, each of which focuses primarily on a different investment strategy, although such investment strategies overlap from time to time. The funds and accounts managed by Bain Capital Ventures are referred to as the “Bain Capital Venture Funds” and the funds and accounts advised or managed by the Affiliate Advisers (including the Bain Capital Venture Funds) are referred to as the “Funds.” In the ordinary course of conducting its activities, the interests of a Bain Capital Venture Fund or its limited partners may conflict with the interests of Bain Capital Ventures or its affiliates or one or more other Funds or with their respective affiliates.

Resolution of Conflicts

Each of the Affiliate Advisers will deal with all conflicts of interest using its best judgment, but in its sole discretion. When conflicts arise among investment funds or accounts managed by Affiliate Advisers, the participating Affiliate Advisers will represent the interests of the investment

funds or accounts they advise. In resolving conflicts, the Affiliate Advisers may consider various factors, including the interests of the Bain Capital Venture Funds and the other Funds. In the case of all conflicts involving the Bain Capital Venture Funds, the determination as to which factors are relevant, and the resolution of such conflicts, will be made in the sole discretion of Bain Capital Ventures, except as required by the governing documents of the Bain Capital Venture Funds.

Sources of Conflicts of Interest

The conflicts of interest that may be encountered by a Bain Capital Venture Fund include those discussed below, although such discussions not describe all of the conflicts that may be faced by the Bain Capital Venture Funds.

Conflicts Relating to the General Partners of the Bain Capital Venture Funds and Bain Capital Ventures

As described above, Bain Capital Ventures will typically receive fees in connection with its performance of Related Services. Such fees will be in addition to the management fee and the carried interest paid by such Bain Capital Venture Fund.

Bain Capital Ventures will determine the amount of these fees in its own discretion, subject to agreements with sellers, buyers and management teams, the boards of directors of or lenders to portfolio companies, and/or third-party co-investors in its transactions. Bain Capital Ventures is not required by the Partnership Agreements of the Bain Capital Venture Funds to provide a Bain Capital Venture Fund or its limited partners with information regarding the amounts of these fees and reimbursements, although sometimes portfolio companies disclose these fees and reimbursements for Related Services in materials such as debt offering memoranda. Although Bain Capital Ventures receives these fees from actual or prospective portfolio companies or other investment vehicles of a Bain Capital Venture Fund, the opportunity to earn these fees and receive these reimbursements creates a conflict of interest between Bain Capital Ventures, on the one hand, and such Bain Capital Venture Fund and its limited partners, on the other hand, because the amounts of such fees and reimbursements may be substantial, the Bain Capital Venture Fund and its limited partners do not have an interest in Bain Capital Ventures and the rights of the Bain Capital Venture Fund and its limited partners to these fees and reimbursements is limited to the sharing arrangements described above. Bain Capital Ventures will determine, in good faith but in its discretion, the cost of obtaining services similar to the management, advisory and similar services it provides to portfolio companies of the Funds. Additionally, the opportunity to earn these fees and reimbursements, the formulation of the management fee at certain times during the life of the Bain Capital Venture Funds, and the existence of each Bain Capital Venture Fund's General Partner's carried interest and the opportunity to earn these fees may create an incentive for the General Partner of a Bain Capital Venture Fund to cause such Bain Capital Venture Fund to make more investments, and to make more speculative investments, than it would otherwise make in the absence of such fees, such formulation of the management fee and such performance-based compensation..

It is expected that the Managing Directors, officers and employees of Bain Capital Ventures responsible for managing a particular Bain Capital Venture Fund will have responsibilities with respect to other Bain Capital Venture Funds, including funds and accounts that may be raised in

the future. Conflicts of interest may arise in allocating time, services or functions of these Managing Directors, officers and employees.

Bain Capital Ventures generally may, in its discretion, recommend to the Bain Capital Venture Funds or to a portfolio company of the Bain Capital Venture Funds that it contract for services with a portfolio company of the Bain Capital Venture Funds or an entity with which Bain Capital Ventures, another Affiliate Adviser, one of their affiliates or any of their personnel has a relationship or otherwise derives a financial or other benefit. When making such a recommendation, Bain Capital Ventures may, because of its financial or other business interest, have an incentive to recommend the related or other person even if another person is more qualified to provide the applicable services and/or can provide such services at a lesser cost.

Conflicts Relating to the Purchase and Sale of Investments

The other Funds, the General Partner of the Bain Capital Venture Fund and Managing Directors and other employees of Bain Capital Ventures and its affiliates and certain related persons may invest in other transactions in which a Bain Capital Venture Fund participates on the basis described in the Bain Capital Venture Funds' partnership agreements. In addition, other Funds may invest in assets eligible for purchase by a Bain Capital Venture Fund. The investment policies, fee arrangements, carried interest, investments owned by employees of Bain Capital Ventures or the other Affiliate Advisers with respect to a Bain Capital Venture Fund, and other circumstances of the Bain Capital Venture Fund, may vary from those with respect to other Funds. These relationships may present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Bain Capital Venture Fund.

Subject to any requirements of the governing instruments of the Funds, opportunities for investments will be allocated among the Funds in a manner that the Affiliate Advisers, as well as the respective General Partners of the Funds, believe in their sole discretion to be appropriate given factors they believe to be relevant. Such factors may include the investment objectives, geography, nature of the target's business, scale, transaction sourcing, liquidity, diversification, lender covenants and other limitations of the Funds and the amount of capital each then has available for such investment. Additionally, investments sourced by an Affiliate Adviser that are appropriate for Funds advised by such Affiliate Adviser will first be made available to such Funds. Bain Capital Ventures also reserves the right to make independent decisions regarding recommendations of when a Bain Capital Venture Fund should purchase and sell investments, and the other Affiliate Advisers reserve similar rights with respect to the Funds that they advise. As a result, a Bain Capital Venture Fund may be purchasing an investment at a time when another Fund is selling the same or a similar investment, or vice versa. A Bain Capital Venture Fund may invest in opportunities that another Fund has declined, and likewise, such Bain Capital Venture Fund may decline to invest in opportunities in which another Fund has invested.

Conflicts may arise when a Bain Capital Venture Fund makes investments in conjunction with an investment being made by another Fund, or in a transaction in which another Fund has already made an investment. Investment opportunities may be appropriate for a Bain Capital Venture Fund and another Fund at the same, different or overlapping levels of a portfolio company's capital structure. Conflicts may also arise in determining the terms of investments, especially where the Affiliate Advisers control the structure of a transaction and its capitalization. For example, investments by a Bain Capital Venture Fund in transactions controlled by another Fund

may be subject to investment terms, including with respect to liquidity or governance, that may be more restrictive than those preferable for such Bain Capital Venture Fund if it were investing without a Fund. As another example, if a Fund is investing in debt securities, it will have an interest in structuring debt securities that have financial terms (such as interest rates, repayment terms, seniority, covenants and events of default) that are more restrictive than a Bain Capital Venture Fund or another Fund, as an equity owner, may desire. In addition, a conflict may arise in allocating an investment opportunity if the potential investment target could be acquired by another Fund or a portfolio company of another Fund. There can be no assurance that the return on a Bain Capital Venture Fund's investments will not be less than the returns obtained by other Funds participating in the transaction. Employees and related persons of the Affiliate Advisers have made or may make large capital investments in or alongside other Funds, and therefore may have additional conflicting interests in connection with joint investments. Each Affiliate Adviser will determine all matters relating to structuring transactions and capitalizing portfolio companies, including the amount and terms of securities and allocation of securities among the involved Funds, using its best judgment considering all factors it deems relevant, but in its sole discretion.

The appropriate allocation among the Funds of expenses and fees generated in the course of evaluating and making investments often may not be clear, especially where more than one fund participates. For instance, if a Bain Capital Venture Fund and another Fund are considering making an investment that is not consummated, allocation of the expenses generated for the account of such Funds (such as expenses of common counsel and other professionals) will be made in good faith. In general, each affected Affiliate Adviser will participate in the resolution of all such matters using its best judgment, considering all factors it deems relevant, but in its sole discretion.

Conflicts Relating to Existing Investments

Further conflicts may arise once a Bain Capital Venture Fund has made an investment in a company in which another Fund has also invested, particularly where the Bain Capital Venture Fund and such other Fund invest in different types of securities. For example, questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring, raise conflicts of interest. The involvement of Affiliated Advisers at both the equity and debt levels could inhibit strategic information exchanges among fellow creditors. In certain circumstances, the Bain Capital Venture Funds or other Funds may be prohibited from exercising voting or other rights, and may be subject to claims by other creditors with respect to the subordination of their interest. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the Bain Capital Venture Fund or other Funds may or may not provide such additional capital, and if provided the Bain Capital Venture Fund and other Fund will supply such additional capital in such amounts, if any, as determined by Bain Capital Ventures and the other relevant Affiliate Advisers in their sole discretion. Each Affiliate Adviser will resolve all such conflicts using its best judgment but in its sole discretion, subject in certain cases to approval by the advisory boards or investment committees of the participating investment funds.

Investments to finance follow-on acquisitions are a regular part of the business of the Funds. Follow-on investments present conflicts of interest, including determination of the equity component and other terms of the new financing and, if the other Fund making the follow-on investment has not previously invested in the relevant portfolio company, raise the risk of using such other Fund's assets to support positions taken by other Funds.. In addition, a Fund may participate in releveraging and recapitalization transactions involving portfolio companies in which other Funds have invested or will invest. Recapitalization transactions may present conflicts of interest, including determinations of whether existing investors are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms. Each Affiliate Adviser will resolve all such conflicts using its best judgment, but in its sole discretion, subject in certain cases to approval by the respective advisory boards or investment committees of the participating investment funds.

A Bain Capital Venture Fund and/or other Funds may in many cases own a significant or controlling percentage of the common equity of portfolio companies which, depending upon the amount of equity owned by them, any relevant contractual arrangements between such portfolio company and the participating funds and other relevant factual circumstances, could result in an extension of bankruptcy preference periods with respect to payments made to such Bain Capital Venture Fund and/or subordination of its claims to other creditors and/or recharacterization of debt claims into equity claims. In addition, because of their equity ownership, representation on the boards of directors, and/or contractual rights, a Bain Capital Venture Fund and other Funds may often be thought to control, participate in the management of or influence the conduct of portfolio companies. The effect of these relationships will vary in non-U.S. jurisdictions. These factors could expose the assets of the Bain Capital Venture Fund to claims by a portfolio company, its security holders, its creditors or governmental agencies.

A portion of a Fund's investments may consist of securities that are subject to restrictions on resale by such Fund because they were acquired in a "private placement" transaction or because such Fund is deemed to be an affiliate of the issuer of such securities. Generally, a Fund will be able to sell such securities only under Rule 144 under the Securities Act, which permits limited sales under specified conditions, or pursuant to a registration statement under the Securities Act. When restricted securities are sold to the public, the Fund may be deemed an "underwriter," or possibly a controlling person, with respect thereto for the purposes of the Securities Act and be subject to liability as such under that Act.

A Bain Capital Venture Fund may directly or indirectly control or be under common control with issuers of securities held by such Bain Capital Venture Fund, which were issued under an indenture qualified under the Trust Indenture Act of 1939, especially where a Fund is deemed to control the issuer of the securities. In such cases, the securities held by the Bain Capital Venture Fund would be required by the Trust Indenture Act to be disregarded for the purposes of determining whether the holders of the required principal amount of such issuer's securities have concurred in certain directions or consents.

The following factors may alleviate, but will not eliminate, conflicts of interest among a Bain Capital Venture Fund and the other Funds:

- A Bain Capital Venture Fund will not make any investment unless the General Partner

of such Bain Capital Venture Fund believes that such investment is an appropriate investment considered solely from the viewpoint of the investors in the Bain Capital Venture Fund;

- Many important conflicts of interest will generally be resolved by set procedures contained in the investment sharing formula set forth in the Partnership Agreement of the Bain Capital Venture Funds;
- The advisory board or investment committee of a Bain Capital Venture Fund and each other Fund, whose members are not affiliated with the General Partners of such Bain Capital Venture Fund, play an important role in resolving conflicts of interest by approving or disapproving the appropriateness of decisions that involve significant conflicts of interest referred to it by the appropriate Bain Capital Venture Fund's General Partner; and
- Where Bain Capital Ventures or one or more of the other Affiliate Advisers deems appropriate in its sole discretion, unaffiliated third parties may be used to help resolve conflicts such as the use of an investment banker to opine as to the fairness of a purchase or sale price. In addition, the willingness of a third party to make an investment on the same terms as a Fund would demonstrate the fairness of the transaction to such Fund.

Other Potential Conflicts of Interest

A Bain Capital Venture Fund and the other Funds will generally engage common legal counsel and other advisers to represent all of the Funds in a particular transaction, including a transaction in which the Funds have conflicting interests because they are investing in different securities of a single portfolio company. In the event of a significant dispute or divergence of interest between one or more Funds, such as in a work-out or other distressed situation, separate representation may become desirable, in which case Bain Capital Ventures and the other Affiliate Advisers may hire separate counsel in their sole discretion, and in litigation and other circumstances, separate representation may be required. Partners of the law firms engaged to represent the Funds may be investors in the Funds, and may also represent one or more portfolio companies or limited partners of the Funds.

The Affiliate Advisers may have an incentive to recommend the products or services of certain investors in the Funds or their related businesses to the Funds or their portfolio companies, even though they may not necessarily be the best available to the Funds or the portfolio companies.

A Bain Capital Venture Fund and the other Funds may have tax-exempt, taxable, non-U.S. and other investors, whereas most members of the General Partner and of the General Partners of the other Funds are taxable at individual U.S. rates. Potential conflicts may exist with respect to various structuring, investment and other decisions because of divergent tax, economic or other interests, including conflicts among the interests of taxable and tax-exempt investors, conflicts among the interests of domestic and foreign investors, and conflicts between the interests of investors and management. For these reasons, among others, decisions may be more beneficial for one investor than for another investor, particularly with respect to investors' individual tax situations.

The General Partner of a Bain Capital Venture Fund and the general partners of the other Funds may from time to time utilize the services of limited partners and their affiliates on an arm's length basis, as they deem appropriate.

A Bain Capital Venture Fund and one or more other Funds may hold "plan assets" subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). With respect to those plan assets, if any, Bain Capital and certain affiliates may be classified as "fiduciaries" under ERISA. ERISA imposes certain general and specific responsibilities and restrictions on fiduciaries with respect to plan assets. As a result, a Bain Capital Venture Fund may be restricted from entering into certain transactions if the investment would violate ERISA with respect to a Bain Capital Venture Fund or any other Fund, or may be obligated to take certain actions or refrain from taking certain actions in order to avoid a violation of ERISA with respect to such Bain Capital Venture Fund or other Fund.

Different conflicts may exist with respect to investments in different Bain Capital Venture Funds.

Please contact the Bain Capital Ventures Compliance Department with any additional questions or concerns.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

Bain Capital Ventures has adopted a Code of Ethics policy for its employees. The Policy describes employees standard of conduct and fiduciary duties and limit personal trading by its employees and their immediate family/household members in a wide range of securities, including common and preferred stock, debt instruments, securities that are convertible or exchangeable for equity or debt securities, and derivative instruments. Employees must report every account that they or their immediate family/household member use for trading securities covered by the policy and, if they directly or indirectly influence or control trading in the account, they must generally pre-clear covered securities transactions and have copies of trade confirmations and periodic account statements sent by their broker to the compliance department. Controlled trading by employees and their immediate family/household members is prohibited in a wide range of securities that appear on restricted lists and confidential watch lists, and the additional steps are taken to ensure that employees and their immediate family/household members are not permitted to trade for their personal account in securities selected for the Bain Capital Venture Funds and to ensure employees do not engage in "front-running" of the Bain Capital Venture Funds' investment opportunities.

A detailed summary of Bain Capital Ventures Code of Ethics is available to limited partners and prospective limited partners during the investment due diligence process. A copy of the Code of Ethics may be obtained by contacting the Bain Capital Ventures Compliance Department.

Related Person Investment

For further detail regarding circumstances in which Bain Capital Ventures or a related person (a) recommends to clients, or buys or sells for client accounts, securities in which Bain Capital

Ventures or a related person has a material financial interest, (b) invests in the same securities that Bain Capital Ventures or a related person recommends to clients, or (c) recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that Bain Capital Ventures or a related person buys or sells the same securities for Bain Capital Ventures' own (or the related person's own) account, as well as related conflicts of interest, please see "Code of Ethics" and Item 10 above.

Item 12. Brokerage Practices.

Selection of Brokers and Dealers

Although Bain Capital Ventures does not generally utilize the services of broker-dealers for transaction related services, in the event that it chooses to use a broker-dealer for limited purposes, Bain Capital Ventures seeks to obtain best execution of transactions. In doing so, Bain Capital Ventures seeks to execute securities transactions for the Bain Capital Venture Funds in such a manner that the Bain Capital Venture Funds' total costs or proceeds in each transaction are the most favorable under the circumstances. In assessing whether that standard is met, Bain Capital Ventures shall consider the full range and quality of a counterparty's services when placing orders, including, among other things, execution capability, commission rate or spread, financial responsibility, responsiveness and the value of any research services provided. Bain Capital Ventures' Compliance Department monitors and reviews order allocations on an ongoing basis. Any suspicious allocation activities shall be investigated promptly. Bain Capital Ventures' Vice President of Finance, in consultation with its investment team, executes trades. As noted above, Bain Capital Ventures rarely conducts trades in public markets.

In connection with Bain Capital Ventures' efforts to seek to obtain best execution of the Bain Capital Venture Funds' transactions, Bain Capital Ventures may pay a higher commission to execute a trade than the lowest available negotiated commission using a portion of a counterparty's commission (*i.e.*, soft dollars) for brokerage and research services in accordance with Section 28(e) of the Exchange Act. A broker-dealer providing such brokerage and research services may receive a commission that is in excess of the amount of commission another broker-dealer would have received for effecting that transaction provided Bain Capital Ventures determines in good faith that such commission was reasonable in relation to the value of the research and brokerage services provided by the broker-dealer. Any such research service may be broadly useful and of value to Bain Capital Ventures in rendering investment advice to all or a significant portion of the Bain Capital Venture Funds, or may be relevant and useful for the management of one or only a few Bain Capital Venture Funds' accounts, regardless of whether such account or accounts paid commissions to the broker-dealer through which the research service was provided. Bain Capital Ventures will only make securities transactions that it in good faith believes are in the best interest of the Bain Capital Venture Fund. A conflict of interest exists when a broker-dealer provides such research services, however, as Bain Capital Ventures will have an incentive to favor such broker-dealer over others that may charge lower commissions.

Trade Aggregation

Although Bain Capital Ventures does not generally utilize the services of broker-dealers, in the event it chooses to use a broker-dealer, Bain Capital Ventures seeks to obtain best execution of

transactions. To the extent they aggregate orders for purchase and sale, Bain Capital Ventures will aggregate such orders as it deems appropriate and in accordance with each Bain Capital Venture Fund's documents and in the best interest of each Bain Capital Venture Fund.

Item 13. Review of Accounts

Oversight and Monitoring

Bain Capital Ventures closely monitors the portfolio companies of each Bain Capital Venture Fund and generally maintains an ongoing oversight position in such portfolio companies. The portfolio companies of each Bain Capital Venture Fund are reviewed by a team of investment professionals on a continuous basis. The team generally includes Managing Directors and other investment professionals of Bain Capital Ventures.

Reporting

Investors in the Bain Capital Venture Funds will typically receive, among other things, a copy of audited financial statements of the relevant Bain Capital Venture Fund within 120 days after the fiscal year end of such Bain Capital Venture Fund. Investors in each Bain Capital Venture Fund will typically receive unaudited quarterly summary financial information regarding such Bain Capital Venture Fund following the end of each financial quarter.

Investors in each Bain Capital Venture Funds will receive regular reporting updates through quarterly letters, investor meetings and other materials provided on the investor website.

Item 14. Client Referrals and Other Compensation

For details regarding economic benefits provided to Bain Capital Ventures by non-clients, including a description of related conflicts of interest, please see Item 10 above. In addition, Bain Capital Ventures and its related persons may, in certain instances, receive discounts on products and services provided by portfolio companies.

Item 15. Custody

Custodial banks maintaining Bain Capital Venture Fund assets send statements to an independent representative of investors in the Bain Capital Venture Funds, who compares the account statement received from the custodial bank to the account statements Bain Capital Ventures delivers to investors.

Item 16. Investment Discretion

Bain Capital Ventures provides investment advisory services to each of the Bain Capital Venture Funds pursuant to the Advisory Agreements. Investment advice is provided by Bain Capital Ventures directly to the Bain Capital Venture Funds, subject to the direction and control of the affiliated General Partner of such Bain Capital Venture Fund. Any restrictions on investments in certain types of securities are established by the General Partner of the applicable Bain Capital Venture Funds, and are set forth in the documentation received by each limited partner prior to investment in such Bain Capital Venture Fund.

Item 17. Voting Client Securities

Bain Capital Venture Funds are not able to direct the vote of their General Partner. The General Partner intends to vote proxies or similar corporate actions in the best interests of the applicable Bain Capital Venture Fund, taking into account such factors as it deems relevant in its sole discretion.

Bain Capital Ventures' proxy voting policy is designed to ensure that if a material conflict of interest is identified in connection with a particular proxy vote, that the vote is not improperly influenced by the conflict.

A detailed summary of Bain Capital Venture's proxy voting policies and procedures are available to limited partners and prospective limited partners during the investment due diligence process. A copy of the proxy voting policies and procedures may be obtained by Bain Capital Venture's Compliance Department.

Existing clients may obtain copies of relevant proxy logs, identifying how proxies were voted in connection with a Bain Capital Venture Fund, and copies of proxy voting policies and procedures upon written request to: Bain Capital Venture Partners, LLC, John Hancock Tower, 200 Clarendon Street, Boston, MA 02116. Attn: Compliance Department.

Item 18. Financial Information

Item 18 is not applicable to Bain Capital Ventures.

Item 19. Requirements for State-Registered Advisers

Item 19 is not applicable to Bain Capital Ventures.