

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN MATEO

In re AEROHIVE NETWORKS, INC. SHAREHOLDER LITIGATION)	Master File No. CIV 534070
)	<u>CLASS ACTION</u>
)	Assigned for All Purposes to
_____)	Hon. Marie S. Weiner
This Document Relates To:)	
ALL ACTIONS.)	DEPT: 2
)	DATE ACTION FILED: 06/02/15
_____)	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *In re Aerohive Networks, Inc. Shareholder Litigation*, Master File No. CIV 534070 (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the settlement of the Litigation.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **ON OR BEFORE SEPTEMBER 27, 2016**, ADDRESSED AS FOLLOWS:

Aerohive Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 30216
College Station, TX 77842-3216
online submissions: www.aerohivesecuritieslitigation.com

If you are NOT a Member of the Class, as defined in the Notice of Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim.

4. If you are a Member of the Class and you did not timely request exclusion in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased Aerohive Networks, Inc. ("Aerohive" or the "Company") common stock pursuant or traceable to the Registration Statement and Prospectus (collectively, "Registration Statement") issued in connection with Aerohive's initial public offering ("IPO") on March 27, 2014, through and including September 23, 2014, and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased Aerohive common stock pursuant or traceable to the Registration Statement issued in connection with Aerohive's IPO on March 27, 2014, through and including September 23, 2014, and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of the Aerohive common stock which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE AEROHIVE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Aerohive Common Stock" to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases of Aerohive common stock which took place pursuant or traceable to Aerohive's IPO on March 27, 2014, through and including September 23, 2014 (the "Class Period"), and **all** of your sales of Aerohive common stock which took place during the period March 27, 2014, through and including June 2, 2015, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the shares of Aerohive common stock you held at the close of trading on June 2, 2015. Failure to report all such transactions may result in the rejection of your claim.

List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Aerohive common stock. The date of a "short sale" is deemed to be the date of sale of Aerohive common stock.

COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN AEROHIVE COMMON STOCK SHOULD BE ATTACHED TO YOUR CLAIM. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-844-206-5871 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Official
Office
Use
Only

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN MATEO

In re Aerohive Networks, Inc. Shareholder Litigation

Master File No. CIV 534070

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

Must Be Postmarked
(if Mailed) or Received
(if Filed Electronically)
No Later Than
September 27, 2016



PART I: CLAIMANT IDENTIFICATION

Last Name M.I. First Name

Last Name (Co-Beneficial Owner) M.I. First Name (Co-Beneficial Owner)

IRA Joint Tenancy Employee Individual Other _____
Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number or Taxpayer Identification Number

Telephone Number (Primary Daytime) - - Telephone Number (Alternate) - -

Email Address

MAILING INFORMATION

Address

Address

City State Zip Code

Foreign Province Foreign Postal Code Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY | OB | CB | ATP BE FL OP KE DR ME RE ICI EM ND SH | MM / DD / YYYY | FOR CLAIMS PROCESSING ONLY



PART II. SCHEDULE OF TRANSACTIONS IN AEROHIVE COMMON STOCK

A. Purchases of Aerohive common stock (March 27, 2014 – September 23, 2014, inclusive):

PURCHASES				Total Purchase Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Purchase Enclosed?													
Trade Date(s) of Shares (List Chronologically)			Number of Shares Purchased															
M	M	D D	Y Y Y Y															
1.		/	/		\$												<input type="radio"/> Y <input type="radio"/> N	
2.		/	/		\$													<input type="radio"/> Y <input type="radio"/> N
3.		/	/		\$													<input type="radio"/> Y <input type="radio"/> N
4.		/	/		\$													<input type="radio"/> Y <input type="radio"/> N
5.		/	/		\$													<input type="radio"/> Y <input type="radio"/> N

IMPORTANT: If any purchase listed covered a "short sale," please mark Yes: Yes

B. Sales of Aerohive common stock (March 27, 2014 – June 2, 2015, inclusive):

SALES				Total Sales Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Sales Enclosed?														
Trade Date(s) of Shares (List Chronologically)			Number of Shares Sold																
M	M	D D	Y Y Y Y																
1.		/	/		\$													<input type="radio"/> Y <input type="radio"/> N	
2.		/	/		\$														<input type="radio"/> Y <input type="radio"/> N
3.		/	/		\$														<input type="radio"/> Y <input type="radio"/> N
4.		/	/		\$														<input type="radio"/> Y <input type="radio"/> N
5.		/	/		\$														<input type="radio"/> Y <input type="radio"/> N

C. Number of shares of Aerohive common stock held at the close of trading on June 2, 2015:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Proof Enclosed?
 Y N

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the Superior Court of the State of California, County of San Mateo, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of Aerohive common stock during the Class Period and know of no other person having done so on my (our) behalf.

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Parties," defined as each and all of the Defendants and their Related Persons. "Related Persons" means, with respect to each Defendant, its/his present and former (i) parents, subsidiaries, affiliates, predecessors, successors, joint venturers and assigns, and (ii) each of their respective officers, directors, employees, partners, controlling shareholders, principals, trustees, attorneys, auditors, accountants, investment bankers, underwriters, consultants, agents, insurers, re-insurers, spouses, estates, related or affiliated entities, any entity in which a Defendant has a controlling interest, any members of any Individual Defendant's immediate family, any trust of which any Individual Defendant is the settlor or which is for the benefit of any Defendant and/or member(s) of his family, and each of the heirs, executors, administrators, predecessors, successors, and assigns of the foregoing.

2. "Released Claims" shall collectively mean any and all claims (including "Unknown Claims" as defined below) against Defendants and their Related Persons, arising out of, relating to, or in connection with both (i) the facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, or omissions, which were or could have been alleged in the Litigation, and (ii) the purchase, acquisition, holding, sale, or disposition of Aerohive common stock pursuant or traceable to the Registration Statement issued in connection with Aerohive's March 27, 2014 IPO (except for claims to enforce the Stipulation).

3. "Unknown Claims" means any Released Claims that Plaintiffs or Class Members do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Parties which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Parties, or might have affected his, her, or its decision(s) with respect to the settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly waive, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by California Civil Code §1542 and any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Plaintiffs and Class Members may hereafter discover facts in addition to or different from those that any of them now knows or believes to be true related to the subject matter of the Released Claims, but Plaintiffs shall expressly and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, disclosed or undisclosed, matured or unmatured, which now exist, or heretofore have existed upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Settling Parties acknowledge, and Plaintiffs and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims was separately bargained for and is a key element of the settlement of which this release is a part.

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.



5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Aerohive common stock which occurred during the Class Period as well as the number of shares of Aerohive common stock held by me (us) at the close of trading on June 2, 2015.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates or other documentation as they will not be returned.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR MAILED NO LATER THAN SEPTEMBER 27, 2016,
ADDRESSED AS FOLLOWS:**

Aerohive Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 30216
College Station, TX 77842-3216
www.aerohivesecuritieslitigation.com

