FINJAN HOLDINGS, INC.

Form SC 13D June 13, 2013

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D
(RULE 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No)
Finjan Holdings, Inc.
(Name of Issuer)
Common Stock, par value \$0.0001 per share
(Title of Class of Securities)
31788H105
(CUSIP Number)
Steven M. Spurlock

Benchmark Capital
2480 Sand Hill Road, Suite 200
Menlo Park, CA 94025
(650) 854-8180
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
COPY TO:
Sean Caplice, Esq.
c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
1200 Seaport Blvd., Redwood City, CA 94063
(650) 321-2400
June 3, 2013
(Date of Event Which Requires Filing of This Statement)
If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [_]
Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.
*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 disclosures provided in a prior cover page.
This information required on 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).

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# CUSIP NO. 31788H105 13 D Page 2 of 17 Pages

PERSON

	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) BCPI I, L.P. ("BCPI I")
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2	(a) [_] (b) [X]
3	SEC USE ONLY
3	SOURCE OF FUNDS
4	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
(	2(d) or 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	SOLE VOTING POWER
	64,242,658 shares are held by BCPI I for itself and as nominee for BCPI Founders' Fund I, L.P.
	("BCPI FF") and for other individuals and entities, except that BCPI Partners I, L.P. ("BCPI GP"), the
	7 general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these
	shares, BCPI Corporation ("BCPI Corp."), the general partner of BCPI GP, may be deemed to have
	sole power to vote these shares, and Michael Eisenberg ("Eisenberg") and Arad Naveh ("Naveh"), the
	directors of BCPI Corp., may be deemed to have shared power to vote these shares.
	SHARED VOTING POWER
NUMBER (	OF 8 See response to row 7.
	SOLE DISPOSITIVE POWER
	64,242,658 shares are held by BCPI I for itself and as nominee for BCPI FF and for other
	individuals and entities, except that RCPLCD, the general partner of both RCPLI and RCPLEE
SHARES	may be deemed to have sole power to dispose of these shares, BCPI Corp., the general partner of
SITTICES	BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg and Naveh,
	the directors of BCPI Corp., may be deemed to have shared power to dispose of these shares.
DEVICE	10SHARED DISPOSITIVE POWER
BENEFICI	ALLY See response to row 9.
OWNED B	Y
EACH	
REPORTIN	NG

# WITH

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
11	REPORTING PERSONN4,242,658	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11	
12	EXCLUDES CERTAIN SHARES [_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	23.9%
14	TYPE OF REPORTING PERSON PN	

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WITH

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) BCPI Partners I, L.P. ("BCPI GP")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER
	64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote these shares, and Eisenberg and Naveh, the directors of BCPI Corp., may be deemed to have shared power to vote these shares.  SHARED VOTING POWER
NUMBER (	See response to row 7.  OF SOLE DISPOSITIVE POWER
SHARES	64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and 9 BCPI FF, may be deemed to have sole power to dispose of these shares, BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg and Naveh, the directors of BCPI Corp., may be deemed to have shared power to dispose of these shares.  10 SHARED DISPOSITIVE POWER
BENEFICIA	ALLY See response to row 9.
OWNED B EACH	Y
REPORTIN	lG
PERSON	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSONN4,242,658	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11	
12	EXCLUDES CERTAIN SHARES [_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	23.9%
14	TYPE OF REPORTING PERSON PN	

# CUSIP NO. 31788H105 13 D Page 4 of 17 Pages

PERSON

1 2 3 4	NAME OF REPORTING PERSON  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  BCPI Corporation ("BCPI Corp.")  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) [_] (b) [X]  SEC USE ONLY  SOURCE OF FUNDS
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  SOLE VOTING POWER  64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote these shares, and Eisenberg and Naveh, the directors of BCPI Corp., may be deemed to have shared power to vote these shares.  SHARED VOTING POWER
NUMBER	See response to row 7.  SOLE DISPOSITIVE POWER  64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and 9 BCPI FF, may be deemed to have sole power to dispose of these shares, BCPI Corp., the general
SHARES	partner of BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg and Naveh, the directors of BCPI Corp., may be deemed to have shared power to dispose of these shares.  10SHARED DISPOSITIVE POWER
BENEFICI	ALLY See response to row 9.
OWNED B EACH	Y
REPORTIN	JG

# WITH

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
11	REPORTING PERSONN4,242,658	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11	
12	EXCLUDES CERTAIN SHARES [_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	23.9%
14	TYPE OF REPORTING PERSON CO	

# CUSIP NO. 31788H105 13 D Page 5 of 17 Pages

PERSON

	NAME OF REPORTING PERSON
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Michael Eisenberg ("Eisenberg")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Dual citizen of the United States and Israel  SOLE VOTING POWER  o shares  SHARED VOTING POWER
	64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee fo BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote these shares. Eisenberg is a director of BCPI Corp. and may be deemed to have shared power to vote these shares.
NUMBER	OF 9 SOLE DISPOSITIVE POWER 0 shares.
SHARES	10SHARED DISPOSITIVE POWER 64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee fo BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to dispose of these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to dispose of these shares. Eisenberg is a director of BCPI Corp. and may be deemed to have shared power to dispose of these
BENEFICI	ALLY shares.
OWNED B EACH	Y
REPORTIN	JG

# WITH

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSONN4,242,658	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11	
12	EXCLUDES CERTAIN SHARES [_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	23.9%
14	TYPE OF REPORTING PERSON IN	

# CUSIP NO. 31788H105 13 D Page 6 of 17 Pages

PERSON

1 2 3 4	NAME OF REPORTING PERSON  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Arad Naveh ("Naveh")  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) [_] (b) [X]  SEC USE ONLY  SOURCE OF FUNDS  WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Dual citizen of the United States and Israel  Oshares  SHARED VOTING POWER
	64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to vote these shares.
NUMBER (	OF 9 SOLE DISPOSITIVE POWER 0 shares.  10 SHARED DISPOSITIVE POWER 64,242,658 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
SHARES	BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to dispose of these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to dispose of these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to dispose of these shares.
BENEFICIA	
OWNED B EACH	Y
REPORTIN	JG

# WITH

1.1	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
11	REPORTING PERSONN4,242,658	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11	
12	EXCLUDES CERTAIN SHARES [_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	23.9%
14	TYPE OF REPORTING PERSON IN	

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#### STATEMENTS ON SCHEDULE 13D

This Statement on Schedule 13D (this "Schedule 13D") relates to the beneficial ownership of common stock, par value \$0.0001 per share (the "Common Stock"), of Finjan Holdings, Inc., a Delaware corporation (the "Issuer"). This Schedule 13D is being filed by BCPI I, L.P., BCPI Partners I, L.P., BCPI Corporation, Michael Eisenberg and Arad Naveh.

# ITEM 1. Security and Issuer.

The class of equity securities to which this Schedule 13D relates is the Common Stock of the Issuer. The address of the principal executive offices of the Issuer is 261 Madison Avenue, New York, NY 10016.

# ITEM 2. **Identity and Background.**

#### (a) Name:

This Schedule 13D is being filed by BCPI I, L.P., a Delaware limited partnership ("BCPI I"), BCPI Partners I, L.P., a Delaware

limited partnership ("BCPI GP"), **BCPI** Corporation, a Delaware corporation ("BCPI Corp."), Michael Eisenberg ("Eisenberg") and Arad Naveh ("Naveh"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCPI GP, the general partner of both BCPI I and BCPI Founders' Fund I, L.P. ("BCPI FF"), may be deemed to have sole power to vote and sole power to dispose of the shares of the Issuer directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote and sole power to dispose of the

shares of the Issuer directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. Eisenberg and Naveh are directors of BCPI Corp. and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities.

(b) Residence or business address:

The business address for each of the Reporting Persons is:

Benchmark Capital 2480 Sand Hill Road, Suite 200 Menlo Park, 94025

(c) The principal occupation of each individual

who is a Reporting Person is venture capitalist. The principal business of BCPI I is to make investments in private and public companies, and the principal business of BCPI GP and

BCPI Corp. is to serve as the general partner of BCPI I and BCPI GP, respectively.

(d) During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

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(e) During the last five years, none of the Reporting Persons has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violations with respect to such laws.

#### (f) Citizenship:

BCPI I and BCPI GP are Delaware limited partnerships. BCPI Corp. is a Delaware corporation. Eisenberg and Naveh are dual citizens of the United States and Israel.

Source and Amount of

ITEM 3. Funds or

Other

Consideration.

On June 3, 2013, the Issuer completed its merger with Finjan, Inc., a privately-held Delaware corporation ("Finjan"), pursuant to the Agreement and Plan of Merger, dated as of June 3, 2013 (the "Merger Agreement"), by and among the Issuer, COIN Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Issuer ("Merger Sub"), and Finjan. Pursuant to the Merger Agreement, Merger Sub merged with and into Finjan, with Finjan remaining as the surviving corporation and a wholly-owed subsidiary of the Issuer (the "Reverse

Merger").

In connection

with the

Reverse

Merger, the

Issuer issued

Finjan security

holders

245,604,624

shares of the

Issuer's

Common Stock.

In connection

with the

Reverse

Merger, BCPI I

received

64,242,658

shares of the

Issuer's

Common Stock,

in exchange for

all of its

securities of

Finjan.

The foregoing description of

the Reverse

Merger and the

Merger

Agreement is

intended as a

summary only

and is qualified

in its entirety by

reference to the

Merger

Agreement,

which is filed as

an exhibit to

this Schedule

13D and

incorporated by

reference

herein.

No part of the purchase price was borrowed by any Reporting Person for the purpose of acquiring any securities discussed in this Item 3.

# ITEM 4. Purpose of Transaction.

The information set forth in Item 3 with respect to the Reverse Merger is incorporated into this Item 4 by reference in its entirety.

Of the shares of the Issuer's Common Stock issued to the Finjan security holders, approximately 96.6% of such shares are subject to resale restrictions. After ten months following the closing of the Reverse Merger, the resale restrictions lapse entirely and each such security holder subject to the resale restrictions may sell all of the shares of the Issuer's Common Stock

held by such

#### security holder.

In connection with the closing of the Reverse Merger, the Issuer appointed, among others, Eisenberg, a director of BCPI Corp., to its Board of Directors effective ten days after the mailing of the information statement of the Issuer pursuant to Rule 14f-1 of the Securities Exchange Act of 1934, as amended, regarding a change in the majority of directors of Issuer.

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The shares of the

Issuer's Common

Stock acquired

by the Reporting

Persons in the

Reverse Merger

(described in

Item 3 above)

were acquired

solely for

investment

purposes. The

Reporting

Persons may,

from time to

time, acquire

additional shares

of Common

Stock and/or sell

all or a portion of

the shares of

Common Stock

held by the

Reporting

Persons in the

open market or in

privately

negotiated

transactions,

and/or may

distribute the

Common Stock

held by the

Reporting

Persons to their

respective

partners. Any

actions the

Reporting

Persons may

undertake will be

dependent upon

the Reporting

Persons' review

of numerous factors, including, among other things, the price levels of the Common Stock, general market and economic conditions, ongoing evaluation of the Issuer's business, financial condition, operations and prospects, the relative attractiveness of alternative business and investment opportunities, and other future developments.

Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

# Interest in ITEM 5. Securities of the Issuer.

(a) See Rows 11 and 13 for each Reporting Person. The percentage listed in Row 13 for each Reporting Person was calculated based upon 268,420,355 shares of Common Stock reported to be outstanding as of June 3, 2013, in the Issuer's current report on Form 8-k, filed with the Securities and Exchange Commission on June 3, 2013.

- (b) See Rows 7, 8, 9 and 10 for each Reporting Person.
- (c) Except as set forth in Item 3 above, the Reporting Persons have not effected any transaction in the Common Stock of the Issuer during the past 60 days.
- (d) Under certain circumstances set forth in the limited partnership agreement of BCPI I, BCPI FF and BCPI GP, the general partner and the limited partners of each of such entities, as applicable, may be deemed to

have the right to receive dividends from, or the proceeds from, the sale of Common Stock of the Issuer owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities.

(e) Not applicable.

Contracts,
Arrangements,
Understandings
ITEM 6. or Relationships
with Respect to
Securities of the
Issuer.

Under certain circumstances set forth in the limited partnership agreement of BCPI I, BCPI FF and BCPI GP, the general partner and the limited partners of each of such entities, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of Common Stock of the Issuer owned and held by BCPI I for itself and as

nominee for BCPI FF and for other individuals and entities.

The information provided and incorporated by reference in Items 3, 4 and 5 is hereby incorporated into this Item 6 by reference herein.

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In addition, the Issuer, BCPI I and certain of the Issuer's security holders entered into a Registration Rights Agreement, pursuant to which the Issuer agreed to file a registration statement on Form S-1 with the Securities and Exchange Commission covering the resale of all shares of the Issuer's Common Stock held by BCPI I and such other security holders on or before the 45th calendar day following the date of the Registration Rights Agreement.

Other than as described in this Schedule 13D, to the knowledge of the Reporting Persons, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Company.

# $_{7}^{\rm ITEM} \ {\bf Material\ to\ be\ Filed\ as\ Exhibits.}$

Exhibit A: Reference to Steven M. Spurlock as Attorney-in-Fact

Exhibit B: Agreement of Joint Filing

Exhibit Agreement and Plan of Merger, dated as of June 3, 2013, by and among Converted Organics, Inc. (now

C: known as Finjan Holdings, Inc.) (the "Issuer"), COIN Merger Sub Inc. and Finjan, Inc. (1)

Exhibit Form of Registration Rights Agreement, dated as of June 3, 2013, by and between the Issuer and certain

<u>D:</u> stockholders of the Issuer. (2)

(1) Incorporated by reference to Exhibit 2.1 of the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 3, 2013.

(2) Incorporated by reference to Exhibit 10.3 of the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 3, 2013.

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#### **SIGNATURES**

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.

Date: June 11, 2013

BCPI I, L.P., a Delaware limited partnership

By: BCPI PARTNERS I, L.P., a Delaware limited partnership

Its: General Partner

By: BCPI Corporation, a Delaware corporation

Its: General Partner

By:/s/ Steven M. Spurlock Steven M. Spurlock Officer

BCPI PARTNERS I, L.P., a Delaware limited partnership

By: BCPI Corporation, a Delaware corporation

Its: General Partner

By: <u>/s/ Steven M. Spurlock</u> Steven M. Spurlock Officer

BCPI CORPORATION, a Delaware corporation

By: <u>/s/ Steven M. Spurlock</u> Steven M. Spurlock Officer

MICHAEL EISENBERG

## ARAD NAVEH

By:/s/ Steven M. Spurlock Steven M. Spurlock Attorney-in-Fact

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#### **EXHIBIT INDEX**

#### **Exhibit Description**

- A Reference to Steven M. Spurlock as Attorney-in-Fact
- B Agreement of Joint Filing
- Agreement and Plan of Merger, dated as of June 3, 2013, by and among Converted Organics, Inc. (now known as Finjan Holdings, Inc.) (the "Issuer"), COIN Merger Sub Inc. and Finjan, Inc. (1)
- D Form of Registration Rights Agreement, dated as of June 3, 2013, by and between the Issuer and certain stockholders of the Issuer. (2)