

# CAFEPRESS INC.

Reported by  
**LEONE DOUGLAS M**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/22/17 for the Period Ending 09/20/17

Address	11909 SHELBYVILLE ROAD LOUISVILLE, KY, 40243
Telephone	502-995-2258
CIK	0001117733
Symbol	PRSS
SIC Code	5900 - Retail-Miscellaneous Retail
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
SC XI MANAGEMENT LLC			CAFEPRESS INC. [ PRSS ]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
2800 SAND HILL ROAD, SUITE 101			9/20/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
MENLO PARK, CA 94025						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/20/2017		S		136	D	\$2.19	16451	I	See footnote (1)
Common Stock	9/20/2017		S		7501	D	\$2.19	904803	I	See footnote (2)
Common Stock	9/20/2017		S		1023	D	\$2.19	123382	I	See footnote (3)
Common Stock	9/20/2017		S		3273	D	\$2.19	394822	I	See footnote (4)
Common Stock	9/20/2017		S		10465	D	\$2.19	1262261	I	See footnote (5)
Common Stock	9/20/2017		S		1138	D	\$2.19	137325	I	See footnote (6)
Common Stock	9/20/2017		S		331	D	\$2.19	39872	I	See footnote (7)
Common Stock	9/21/2017		S		4	D	(8)	16447	I	See footnote (1)
Common Stock	9/21/2017		S		220	D	(8)	904583	I	See footnote (2)
Common Stock	9/21/2017		S		30	D	(8)	123352	I	See footnote (3)
Common Stock	9/21/2017		S		96	D	(8)	394726	I	See footnote (4)
Common Stock	9/21/2017		S		307	D	(8)	1261954	I	See footnote (5)
Common Stock	9/21/2017		S		33	D	(8)	137292	I	See footnote (6)
Common Stock	9/21/2017		S		10	D	(8)	39862	I	See footnote (7)
Common Stock	9/22/2017		S		51	D	(9)	16396	I	See footnote (1)
Common Stock	9/22/2017		S		2815	D	(9)	901768	I	See footnote (2)
Common Stock	9/22/2017		S		384	D	(9)	122968	I	See footnote (3)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/22/2017		S		1229	D	(9)	393497	I	See footnote (4)
Common Stock	9/22/2017		S		3928	D	(9)	1258026	I	See footnote (5)
Common Stock	9/22/2017		S		427	D	(9)	136865	I	See footnote (6)
Common Stock	9/22/2017		S		124	D	(9)	39738	I	See footnote (7)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- (1) Shares held of record by Sequoia Capital Entrepreneurs Annex Fund, L.P. ("SC EAF"). SC IX.I Management, LLC ("SC IX.I LLC") is the general partner of SC EAF. As a result, SC IX.I LLC may be deemed to share voting and dispositive power with respect to the shares held by SC EAF. Each of these entities disclaims beneficial ownership of the securities held by SC EAF except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (2) Shares held of record by Sequoia Capital Franchise Fund L.P. ("SCFF"). SCFF Management, LLC ("SCFF LLC") is the general partner of SCFF and Douglas Leone and Michael Moritz are the managing members of SCFF LLC. As a result, each of Messrs. Leone and Moritz and SCFF LLC may be deemed to share voting and dispositive power with respect to the shares held by SCFF. Each of such Reporting Persons disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) Shares held of record by Sequoia Capital Franchise Partners L.P. ("SCFP"). SCFF LLC is the general partner of SCFP and Douglas Leone and Michael Moritz are the managing members of SCFF LLC. As a result, each of Messrs. Leone and Moritz and SCFF LLC may be deemed to share voting and dispositive power with respect to the shares held by SCFP. Each of such Reporting Persons disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) Shares held of record by Sequoia Capital IX, LP ("SC IX"). SC IX.I LLC is the general partner of SC IX. As a result, SC IX.I LLC may be deemed to share voting and dispositive power with respect to the shares held by SC IX. Each of these entities disclaims beneficial ownership of the securities held by SC IX except to the extent of its pecuniary interest, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (5) Shares held of record by Sequoia Capital XI, LP ("SC XI"). SC XI Management, LLC ("SC XI LLC") is the general partner of SC XI and Douglas Leone and Michael Moritz are the managing members of SC XI LLC. As a result, each of Messrs. Leone and Moritz and SC XI LLC may be deemed to share voting and dispositive power with respect to the shares held by SC XI. Each of such Reporting Persons disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (6) Shares held of record by Sequoia Capital XI Principals Fund, LLC ("SC XI PF"). SC XI LLC is the managing member of SC XI PF and Douglas Leone and Michael Moritz are the managing members of SC XI LLC. As a result, each of Messrs. Leone and Moritz and SC XI LLC may be deemed to share voting and dispositive power with respect to the shares held by SC XI PF. Each of such Reporting Persons disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (7) Shares held of record by Sequoia Technology Partners XI, LP ("SCTP XI"). SC XI LLC is the general partner of SCTP XI and Douglas Leone and Michael Moritz are the managing members of SC XI LLC. As a result, each of Messrs. Leone and Moritz and SC XI LLC may be deemed to share voting and dispositive power with respect to the shares held by SCTP XI. Each of such Reporting Persons disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.08 to \$2.10, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (8).
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.00 to \$2.04, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon

request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (9).

**Remarks:**

Form 2 of 2

Exhibit 24.1 - Power of Attorney

Exhibit 24.2 - Power of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SC XI MANAGEMENT LLC 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
MORITZ MICHAEL J 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
LEONE DOUGLAS M 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		

**Signatures**

/s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC

9/22/2017

\*\*Signature of Reporting Person

Date

/s/ Jung Yeon Son, by power of attorney for Douglas M. Leone

9/22/2017

\*\*Signature of Reporting Person

Date

/s/ Jung Yeon Son, by power of attorney for Michael J. Moritz

9/22/2017

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

LIMITED POWER OF ATTORNEY  
FOR CERTAIN FILINGS WITH THE  
SECURITIES AND EXCHANGE COMMISSION

Know all by these presents that the undersigned hereby constitutes and appoints each of Chris Cooper, Marie Klemchuk and Jung Yeon Son the undersigned's true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of any entity affiliated with Sequoia Capital Operations, LLC or any corporation or other person in which an investment fund affiliated with Sequoia Capital Operations, LLC makes an investment (each, a "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder, as well as any reports on Schedules 13D or 13G or Forms 13F or 13H and amendments thereto in each case in accordance with Section 13 of the 1934 Act and the rules thereunder or any Forms 144 in accordance with Rule 144 under the Securities Act of 1933, as amended (the "1933 Act");
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D, Schedule 13G, Form 13F, Form 13H or Form 144 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the 1934 Act or Rule 144 under the 1933 Act.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of May 2, 2017.

By: /s/ Douglas M. Leone  
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Douglas M. Leone

LIMITED POWER OF ATTORNEY  
FOR CERTAIN FILINGS WITH THE  
SECURITIES AND EXCHANGE COMMISSION

Know all by these presents that the undersigned hereby constitutes and appoints each of Chris Cooper, Marie Klemchuk and Jung Yeon Son the undersigned's true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of any entity affiliated with Sequoia Capital Operations, LLC or any corporation or other person in which an investment fund affiliated with Sequoia Capital Operations, LLC makes an investment (each, a "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder, as well as any reports on Schedules 13D or 13G or Forms 13F or 13H and amendments thereto in each case in accordance with Section 13 of the 1934 Act and the rules thereunder or any Forms 144 in accordance with Rule 144 under the Securities Act of 1933, as amended (the "1933 Act");
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D, Schedule 13G, Form 13F, Form 13H or Form 144 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the 1934 Act or Rule 144 under the 1933 Act.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of May 3, 2017.

By: /s/ Michael J. Moritz

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Michael J. Moritz