Fenton Noel J Form 5 March 28, 2011

FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

Estimated average burden hours per response... 1.0

OMB

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Fenton Noel J Symbol LoopNet, Inc. [LOOP] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2010 below) below) 3000 SAND HILL ROAD, Â BUILDING 4, SUITE 160 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MENLO PARK, Â CAÂ 94025

(State)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tak	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/03/2010	Â	G5 <u>(1)</u>	4,783	D	\$0	30,000	I (2)	By The Fenton Family Trust	
Common Stock	Â	Â	Â	Â	Â	Â	1,446,577	I	By Trinity Ventures VI, L.P. (3)	
Common Stock	Â	Â	Â	Â	Â	Â	16,220	I	By Trinity Side-By-Side Fund, L.P. (3)	

Common Stock \hat{A} \hat{A} 21,577 \hat{A} Entrepreneurs' Fund, L.P. \hat{A}

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

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

SEC 2270 (9-02)

> 9. of D

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fenton Noel J 3000 SAND HILL ROAD BUILDING 4, SUITE 160 MENLO PARK, CAÂ 94025

X Â Â Â

Signatures

/s/ Maria T. Valles, as Attorney-in-Fact

03/28/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares were gifted to the Fenton Family Foundation.
- (2) The ownership of the shares which was reported in prior filings as being held directly by the Reporting Person is hereby corrected to reflect that the shares are held indirectly by the Fenton Family Trust, of which the Reporting Person is a trustee.

The Reporting Person is a managing member of Trinity TVL IX, LLC, the General Partner of Trinity Ventures IX, L.P, Trinity IX (3) Side-By-Side Fund, LP and Trinity IX Entrepreneurs' Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares reported, except to the extent of his pecuniary interest therein.

Reporting Owners 2

Edgar Filing: Fenton Noel J - Form 5

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