

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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* <u>General Catalyst GP V, LLC</u> (Last) (First) (Middle) C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR (Street) CAMBRIDGE MA 02138 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2020	3. Issuer Name and Ticker or Trading Symbol <u>BigCommerce Holdings, Inc. [BIGC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Series 1 Common Stock	3,628,722	(1)	I	See footnote ⁽²⁾
Series A Preferred Stock	(1)	(1)	Series 1 Common Stock	96,279	(1)	I	See footnote ⁽³⁾
Series A Preferred Stock	(1)	(1)	Series 1 Common Stock	1,216,279	(1)	I	See footnotes ⁽⁴⁾⁽⁵⁾
Series B Preferred Stock	(1)	(1)	Series 1 Common Stock	610,438	(1)	I	See footnotes ⁽⁴⁾⁽⁵⁾
Series D Preferred Stock	(1)	(1)	Series 1 Common Stock	64,165	(1)	I	See footnotes ⁽⁴⁾⁽⁵⁾
Series F Preferred Stock	(1)	(1)	Series 1 Common Stock	60,274	(1)	I	See footnotes ⁽⁴⁾⁽⁵⁾
Series A Preferred Stock	(1)	(1)	Series 1 Common Stock	25,388	(1)	I	See footnotes ⁽⁶⁾⁽⁷⁾
Series B Preferred Stock	(1)	(1)	Series 1 Common Stock	71,657	(1)	I	See footnotes ⁽⁶⁾⁽⁷⁾
Series D Preferred Stock	(1)	(1)	Series 1 Common Stock	5,715	(1)	I	See footnotes ⁽⁶⁾⁽⁷⁾
Series E Preferred Stock	(1)	(1)	Series 1 Common Stock	13,313	(1)	I	See footnotes ⁽⁶⁾⁽⁷⁾
Series F Preferred Stock	(1)	(1)	Series 1 Common Stock	1,258	(1)	I	See footnotes ⁽⁶⁾⁽⁷⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Series 1 Common Stock	2,822,466	(1)	I	See footnotes ⁽⁸⁾⁽⁹⁾
Series D Preferred Stock	(1)	(1)	Series 1 Common Stock	209,642	(1)	I	See footnotes ⁽⁸⁾⁽⁹⁾
Series E Preferred Stock	(1)	(1)	Series 1 Common Stock	637,782	(1)	I	See footnotes ⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person*

[General Catalyst GP V, LLC](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Partners V, L.P.](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR,

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Group V LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR,

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GC Entrepreneurs Fund V, LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR,

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Group V Supplemental LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR,

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GC Partners Holdings, LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR,

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GCGM Investment Holdings, LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Fialkow David P](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR,

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cutler Joel E](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD 4TH FLOOR,

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series A Preferred Stock, Series B Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, and Series F Preferred Stock (a) shall automatically convert

into shares of Series 1 Common Stock at the applicable conversion ratio set forth in the Issuer's certificate of incorporation immediately prior to the completion of the Issuer's initial public offering of Series 1 Common Stock and (b) has no expiration date.

2. The reported securities are held directly by General Catalyst Group IV, L.P. General Catalyst GP IV, LLC is the general partner of General Catalyst Partners IV, L.P., which is the general partner of the General Catalyst Group IV, L.P. and GC Entrepreneurs Fund IV, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of General Catalyst GP IV, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by the General Catalyst Group IV and GC Entrepreneurs Fund IV, L.P. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).

3. The reported securities are held directly by GC Entrepreneurs Fund IV, L.P. General Catalyst GP IV, LLC is the general partner of General Catalyst Partners IV, L.P., which is the general partner of General Catalyst Group IV, L.P. and GC Entrepreneurs Fund IV, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of General Catalyst GP IV, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by General Catalyst Group IV, L.P. and GC Entrepreneurs Fund IV, L.P. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).

4. The reported securities are held directly by General Catalyst Group V, L.P. General Catalyst GP V, LLC is the general partner of General Catalyst Partners V, L.P., which is the general partner of General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P. and General Catalyst Group V Supplemental, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of the General Catalyst GP V, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P., and General Catalyst Group V Supplemental, L.P. GCGM Investment Holdings, L.P. is a limited partner of General Catalyst Partners V, L.P. with a pecuniary interest in the reported securities. GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities.

5. (Continued from Footnote 4) Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).

6. The reported securities are held directly by GC Entrepreneurs Fund V, L.P. General Catalyst GP V, LLC is the general partner of General Catalyst Partners V, L.P., which is the general partner of General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P. and General Catalyst Group V Supplemental, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of General Catalyst GP V, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P., and General Catalyst Group V Supplemental, L.P. GCGM Investment Holdings, L.P. is a limited partner of General Catalyst Partners V, L.P. with a pecuniary interest in the reported securities. GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities.

7. (Continued from Footnote 6) Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).

8. The reported securities are held directly by General Catalyst Group V Supplemental, L.P. General Catalyst GP V, LLC is the general partner of General Catalyst Partners V, L.P., which is the general partner of General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P. and General Catalyst Group V Supplemental, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of the General Catalyst GP V, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P., and General Catalyst Group V Supplemental, L.P. GCGM Investment Holdings, L.P. is a limited partner of General Catalyst Partners V, L.P. with a pecuniary interest in the reported securities. GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities.

9. (Continued from Footnote 8) Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).

Remarks:

This report is one of two reports, each on a separate Form 3, but relating to the same transaction being filed by entities affiliated with General Catalyst. Exhibit 24 - Power of Attorney.

[General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P., the General Partner for General Catalyst Group V, L.P.; By: /s/ Christopher McCain, Chief Legal Officer](#) [08/04/2020](#)

[General Catalyst Partners V, L.P. General Catalyst GP V, LLC, Its General Partner; By: /s/ Christopher McCain, Chief Legal Officer](#) [08/04/2020](#)

[General Catalyst Group V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner; By: /s/ Christopher McCain, Chief Legal Officer](#) [08/04/2020](#)

[GC Entrepreneurs Fund V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner; By: /s/ Christopher McCain, Chief Legal Officer](#) [08/04/2020](#)

[General Catalyst Group V Supplemental, L.P., By:](#) [08/04/2020](#)

<u>General Catalyst Partners</u> <u>V, L.P., its General Partner;</u> <u>By: General Catalyst GP</u> <u>V, LLC, its General</u> <u>Partner' By: /s/</u> <u>Christopher McCain, Chief</u> <u>Legal Officer</u>	
<u>GC Partners Holdings,</u> <u>L.P.; By: General Catalyst</u> <u>Group Management</u> <u>Holdings GP, LLC, its</u> <u>08/04/2020</u> <u>General Partner; By: /s/</u> <u>Christopher McCain, Chief</u> <u>Legal Officer</u>	
<u>GCGM Investment</u> <u>Holdings, L.P., By:</u> <u>General Catalyst Group</u> <u>Management Holdings GP,</u> <u>08/04/2020</u> <u>LLC, its General Partner;</u> <u>By: /s/ Christopher</u> <u>McCain, Chief Legal</u> <u>Officer</u>	
<u>/s/ Christopher McCain,</u> <u>attorney-in-fact for David</u> <u>08/04/2020</u> <u>Fialkow</u>	
<u>/s/ Christopher McCain,</u> <u>attorney-in-fact for Joel</u> <u>08/04/2020</u> <u>Cutler</u>	
** 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 5 (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 Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints William J. Fitzgerald, Christopher McCain and Mark Allen, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect with respect to each undersigned person unless and until six months after such person is both no longer a Managing Director of General Catalyst Partners and no longer serving on the board of directors of any portfolio company of any General Catalyst Partners fund.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th day of October, 2014.

/s/ Lawrence S. Bohn

Lawrence S. Bohn

/s/ Joel E. Cutler

Joel E. Cutler

/s/ David P. Fialkow

David P. Fialkow

/s/ William J. Fitzgerald

William J. Fitzgerald

/s/ Stephen A. Herrod

Stephen A. Herrod

/s/ David J. Orfao

David J. Orfao

/s/ Neil F. Sequeira

Neil F. Sequeira

/s/ Brian J. Shortsleeve

Brian J. Shortsleeve

/s/ Hemant Taneja

Hemant Taneja

/s/ Adam A. Valkin

Adam A. Valkin

DocuSigned by:

/s/ Kenneth I. Chenault

Kenneth I. Chenault

DocuSigned by:
/s/ Kyle T. Doherty

Kyle T. Doherty

DocuSigned by:
/s/ Holly Maloney

Holly Maloney

DocuSigned by:
/s/ Paul L. Sagan

Paul L. Sagan