

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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. Issuer Name and Ticker or Trading Symbol <u>BigCommerce Holdings, Inc. [BIGC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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. 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			
Series 1 Common Stock	08/07/2020		C		3,628,722	A	(1)	3,628,722	I	By General Catalyst Group IV, LP ⁽²⁾
Series 1 Common Stock	08/07/2020		C		96,279	A	(1)	96,279	I	By GC Entrepreneurs Fund IV, L.P. ⁽³⁾
Series 1 Common Stock	08/07/2020		C		1,951,156	A	(1)	1,951,156	I	By General Catalyst Group V, L.P. ⁽⁴⁾⁽⁵⁾
Series 1 Common Stock	08/07/2020		C		117,331	A	(1)	117,331	I	By GC Entrepreneurs Fund V, L.P. ⁽⁶⁾⁽⁷⁾
Series 1 Common Stock	08/07/2020		C		3,669,890	A	(1)	3,669,890	I	By General Catalyst Group V Supplemental, L.P. ⁽⁸⁾⁽⁹⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Series A Preferred Stock	(1)	08/07/2020	(1)	C		10,886,166		(1)	(1)	Series 1 Common Stock	(1)	0	I	By General Catalyst Group IV, LP ⁽²⁾
Series A Preferred Stock	(1)	08/07/2020	(1)	C		288,838		(1)	(1)	Series 1 Common Stock	(1)	0	I	By GC Entrepreneurs Fund IV, L.P. ⁽³⁾
Series A Preferred Stock	(1)	08/07/2020	(1)	C		3,648,838		(1)	(1)	Series 1 Common Stock	(1)	0	I	By General Catalyst Group V, L.P. ⁽⁴⁾⁽⁵⁾
Series B Preferred Stock	(1)	08/07/2020	(1)	C		1,831,316		(1)	(1)	Series 1 Common Stock	(1)	0	I	By General Catalyst Group V, L.P. ⁽⁴⁾⁽⁵⁾
Series D Preferred Stock	(1)	08/07/2020	(1)	C		182,448		(1)	(1)	Series 1 Common Stock	(1)	0	I	By General Catalyst Group V, L.P. ⁽⁴⁾⁽⁵⁾
Series F Preferred Stock	(1)	08/07/2020	(1)	C		180,823		(1)	(1)	Series 1 Common Stock	(1)	0	I	By General Catalyst Group V, L.P. ⁽⁴⁾⁽⁵⁾

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	08/07/2020	(1)	C			76,164	(1)	(1)	Series 1 Common Stock	25,388	(1)	0	I	By GC Entrepreneurs Fund V, L.P. (6)(7)
Series B Preferred Stock	(1)	08/07/2020	(1)	C			214,973	(1)	(1)	Series 1 Common Stock	71,657	(1)	0	I	By GC Entrepreneurs Fund V, L.P. (6)(7)
Series D Preferred Stock	(1)	08/07/2020	(1)	C			16,251	(1)	(1)	Series 1 Common Stock	5,715	(1)	0	I	By GC Entrepreneurs Fund V, L.P. (6)(7)
Series E Preferred Stock	(1)	08/07/2020	(1)	C			39,939	(1)	(1)	Series 1 Common Stock	13,313	(1)	0	I	By GC Entrepreneurs Fund V, L.P. (6)(7)
Series F Preferred Stock	(1)	08/07/2020	(1)	C			3,774	(1)	(1)	Series 1 Common Stock	1,258	(1)	0	I	By GC Entrepreneurs Fund V, L.P. (6)(7)
Series B Preferred Stock	(1)	08/07/2020	(1)	C			8,467,400	(1)	(1)	Series 1 Common Stock	2,822,466	(1)	0	I	By General Catalyst Group V Supplemental, L.P. (8)(9)
Series D Preferred Stock	(1)	08/07/2020	(1)	C			596,098	(1)	(1)	Series 1 Common Stock	209,642	(1)	0	I	By General Catalyst Group V Supplemental, L.P. (8)(9)
Series E Preferred Stock	(1)	08/07/2020	(1)	C			1,913,347	(1)	(1)	Series 1 Common Stock	637,782	(1)	0	I	By General Catalyst Group V Supplemental, L.P. (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) automatically converted into shares of the Issuer's 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) had 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 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.

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 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.

5. (Continued from Footnote 4) GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities. 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.

7. (Continued from Footnote 6) GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities. 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 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.

9. (Continued from Footnote 8) GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities. 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 4, but relating to the same transaction being filed by entities affiliated with General Catalyst.

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 08/11/2020

General Catalyst Partners V, L.P.
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 08/11/2020

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 08/11/2020

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 08/11/2020

General Catalyst Group V
Supplemental, 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 08/11/2020

GC Partners Holdings, L.P.; By:
General Catalyst Group
Management Holdings GP, LLC,
its General Partner; By: /s/
Christopher McCain, Chief Legal
Officer 08/11/2020

GCGM Investment Holdings,
L.P., By: General Catalyst Group
Management Holdings GP, LLC,
its General Partner; By: /s/
Christopher McCain, Chief Legal
Officer 08/11/2020

/s/ Christopher McCain,
attorney-in-fact for David
Fialkow 08/11/2020

/s/ Christopher McCain,
attorney-in-fact for Joel Cutler 08/11/2020

** 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 Number.