

ALIPHCOM
AMENDMENT TO
FOURTH AMENDED AND RESTATED VOTING AGREEMENT

THIS AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT (the "*Amendment*") is made as of September 25, 2012, by and among ALIPHCOM, a California corporation (the "*Company*"), and certain of the persons and entities who are parties to the Agreement (as defined below). Capitalized terms not otherwise defined in the Amendment shall have the meaning ascribed to them in the Agreement.

RECITALS

WHEREAS, the Company and the Investors have entered into that certain Fourth Amended and Restated Voting Agreement, dated June 16, 2011 (the "*Agreement*");

WHEREAS, the Company and the Investors now desire to amend the Agreement to permit additional purchasers of the Company's preferred stock to become parties to the Agreement as Investors in connection with their respective investments in the Company's securities; and

WHEREAS, under Section 3.5 of the Agreement, the Agreement or any term thereof (except for certain sections explicitly referred to in Section 3.5) may be amended only by a written consent of (i) the Company, (ii) the holders of a majority of the Investor Shares, (iii) the holders of a majority of the shares of Series 2 Preferred Stock, (iv) the holders of a majority of the shares of Series 3 Preferred Stock, (v) the holders of a majority of the shares of Series 4 Preferred Stock and (vi) the holders of at least two-thirds of the Key Holder Shares then providing services to the Company as employees or consultants engaged by the Company (in a capacity other than solely as a director).

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the Company and the Investors hereby agree as follows:

1. Amendment of Section 3.9.

The parties agree that Section 3.9 of the Agreement is hereby amended to read in full as follows:

"Notwithstanding anything to the contrary contained herein, if the Company issues additional shares of its Preferred Stock, any purchaser of such shares of Preferred Stock may become a party to this Agreement by executing and delivering an additional counterpart signature page to this Agreement and shall be deemed an "Investor" and a party hereunder."

2. All other provisions of the Agreement shall remain in full force and effect.

3. This Amendment may be executed in any number of counterparts, each of which shall be enforceable against the parties actually executing such counterparts, and all of which together shall constitute one instrument.

4. This Amendment shall be construed in accordance with the laws of the State of California, excluding conflicts of laws principles.

5. This Amendment and the Agreement and all exhibits hereto or thereto are intended to be the sole agreement of the parties as they relate to the subject matter hereof and thereof and do hereby supersede all other agreements of the parties relating to the subject matter hereof or thereof.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed this AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT as of the date set forth in the first paragraph hereof.

COMPANY:

ALIPHCOM

KEY HOLDERS:

By:  _____
Hosain Rahman
Chief Executive Officer

Alexander Asseily
 _____
Hosain Rahman

IN WITNESS WHEREOF, the parties hereto have executed this AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT as of the date set forth in the first paragraph hereof.

COMPANY:

ALIPHCOM

KEY HOLDERS:

By: _____
Hosain Rahman
Chief Executive Officer

DocuSigned by:
Alexander Asseily
4E5E158458C440B

Alexander Asseily

Hosain Rahman

IN WITNESS WHEREOF, the parties hereto have executed this AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT as of the date set forth in the first paragraph hereof.

INVESTORS:

KHOSLA VENTURES II, LP

By: Khosla Ventures Associates II, LLC, a Delaware limited liability company and general partner of Khosla Ventures II, LP

DocuSigned by:
David Weiden
C154963F1A4945D...

By _____
Name:
Title: Member

IN WITNESS WHEREOF, the parties hereto have executed this AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT as of the date set forth in the first paragraph hereof.

INVESTORS:

ANDREESSEN HOROWITZ FUND II, L.P.

as nominee for

Andreessen Horowitz Fund II, L.P.

Andreessen Horowitz Fund II-A, L.P. and

Andreessen Horowitz Fund II-B, L.P.

By: AH Equity Partners II, L.L.C.
Its general partner

By: 
Name: _____
Title: Managing Member

AH ANNEX FUND, L.P.

By: AH Equity Partners II, L.L.C.
Its general partner

By: 
Name: _____
Title: Member

IN WITNESS WHEREOF, the parties hereto have executed this AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT as of the date set forth in the first paragraph hereof.

INVESTORS:

**Sequoia Capital Growth Fund III
Sequoia Capital Growth Partners III
Sequoia Capital Growth III Principals Fund**

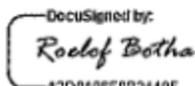
By: SCGF III Management, LLC
A Delaware Limited Liability Company
General Partner of Each

By: 
A208106F9B3449F...

Managing Member

**Sequoia Capital XII
Sequoia Technology Partners XII
Sequoia Capital XII Principals Fund
Hilltop Family Partnership, L.P.**

By: SC XII Management, LLC
A Delaware Limited Liability Company,
General Partner of Each

By: 
A208106F9B3449F...

Managing Member

IN WITNESS WHEREOF, the parties hereto have executed this AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT as of the date set forth in the first paragraph hereof.

INVESTORS:

522 FIFTH AVENUE FUND, L.P.

By: J.P. Morgan Investment Management Inc.
Its: Investment Advisor

By: 
Name: Edward Fraise
Its: Executive Director

J.P. MORGAN DIGITAL GROWTH FUND L.P.

By: J.P. Morgan Investment Management Inc.
Its: Investment Advisor

By: 
Name: Edward Fraise
Its: Executive Director