

**CERTIFICATE OF AMENDMENT
OF
SEVENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AEROHIVE NETWORKS, INC.**

Aerohive Networks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), hereby certifies as follows:

1. The name of the Corporation is Aerohive Networks, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 15, 2006.
2. Pursuant to Section 242 of the DGCL, this Certificate of Amendment of Seventh Amended and Restated Certificate further amends the provisions of the Corporation's Seventh Amended and Restated Certificate of Incorporation.
3. Pursuant to Section 242 of the DGCL, the Board of Directors of the Corporation duly adopted resolutions setting forth the terms and provisions of this Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation, declaring the terms and provisions of this Certificate of Amendment to be advisable, and directing that the terms and provisions of this Certificate of Amendment be submitted to and considered by the stockholders of the Corporation for approval.
4. The terms and provisions of this Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation have been duly adopted and approved by the stockholders of the Corporation, acting in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law.
5. Article IV of the Corporation's Seventh Amended and Restated Certificate of Incorporation (as amended, the "**Restated Certificate**") is hereby amended and restated in its entirety as follows:

"The total number of shares of capital stock that the Corporation shall have authority to issue is 82,336,358, consisting of 52,800,000 shares of Common Stock, US\$0.001 par value per share (the "**Common Stock**"), and 29,536,358 shares of Preferred Stock, US\$0.001 par value per share (the "**Preferred Stock**"). The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of 5,682,758 shares. The second series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of 5,028,396 shares. The third series of Preferred Stock shall be designated "Series C Preferred Stock" and shall consist of 10,165,964 shares. The fourth series of Preferred Stock shall be designated "Series D Preferred Stock" and shall consist of 5,619,240 shares. The fifth series of Preferred Stock shall be designated "Series E Preferred Stock" and shall consist of 3,040,000 shares.

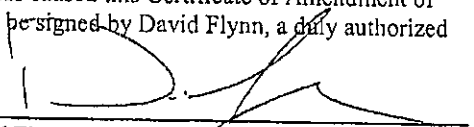
Effective immediately upon the filing of this Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the "**Record Date**"), each two and a half (2.5) outstanding shares of Common Stock, each two and a half (2.5) outstanding shares of Series A Preferred Stock, each two and a half (2.5) outstanding shares of Series B Preferred Stock, each two and a half (2.5) outstanding shares of Series C Preferred Stock, each two and a half (2.5) outstanding shares of Series D Preferred Stock, and each two and a half (2.5) outstanding shares of Series E Preferred Stock will be exchanged and combined, automatically and without further action, into one (1) share of Common Stock, one (1) share of Series A Preferred Stock, one (1) share of Series B

Preferred Stock, one (1) share of Series C Preferred Stock, one (1) share of Series D Preferred Stock and one (1) share of Series E Preferred Stock, respectively (the “**Reverse Stock Split**”). The Reverse Stock Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Common Stock or Preferred Stock of the Corporation. The Reverse Stock Split shall be effected on a certificate-by-certificate basis and no fractional shares shall be issued upon the exchange and combination. For each one (1) share of Common Stock of the Corporation that is issued and outstanding on the and each one (1) share of Preferred Stock of the Corporation that is issued and outstanding on the Record Date, the par value will remain the same after the Reverse Stock Split at US\$0.001 per share. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay an amount of cash equal to the product of (i) the fractional share to which the holder would otherwise be entitled and (ii) the then fair value of a share as determined in good faith by the Board of Directors.”

6. All other provisions of the Restated Certificate shall remain in full force and effect.

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IN WITNESS WHEREOF, Aerohive Networks, Inc. has caused this Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation to be signed by David Flynn, a duly authorized officer of the Corporation, on March 13, 2014.



David Flynn, Chief Executive Officer