

**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 of Incorporation 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 approved by written consent of the required number of shares of outstanding stock of the Corporation entitled to vote thereon, in lieu of a meeting and vote of stockholders, pursuant to Sections 228 and 242 of the DGCL.

5. Article IV of the Seventh Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"The total number of shares of capital stock that the Corporation shall have authority to issue is 205,840,897, consisting of 132,000,000 shares of Common Stock, US\$0.001 par value per share (the "**Common Stock**"), and 73,840,897 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 14,206,895 shares. The second series of Preferred Stock shall be designated "**Series B Preferred Stock**" and shall consist of 12,570,990 shares. The third series of Preferred Stock shall be designated "**Series C Preferred Stock**" and shall consist of 25,414,912 shares. The fourth series of Preferred Stock shall be designated "**Series D Preferred Stock**" and shall consist of 14,048,100 shares. The fifth series of Preferred Stock shall be designated "**Series E Preferred Stock**" and shall consist of 7,600,000 shares."

IN WITNESS WHEREOF, Aerohive Networks, Inc. has caused this Certificate of Amendment to be signed by David Flynn, a duly authorized officer of the Corporation, on August 23, 2013.

/s/ David Flynn
David Flynn, Chief Executive Officer