

FireEye, Inc.  
Form 4  
May 23, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GARG GAURAV**

(Last) (First) (Middle)

**C/O FIREEYE, INC., 1440  
MCCARTHY BOULEVARD**

(Street)

**MILPITAS, CA 95035**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**FireEye, Inc. [FEYE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/21/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
Common Stock	05/21/2014		J <sup>(1)</sup>	4,266 A \$ 0	4,266	I	See footnote <sup>(2)</sup>
Common Stock	05/22/2014		J <sup>(1)</sup>	4,266 A \$ 0	8,532	I	See footnote <sup>(2)</sup>
Common Stock	05/21/2014		J <sup>(1)</sup>	4,266 A \$ 0	4,266	I	See footnote <sup>(3)</sup>
Common Stock	05/22/2014		J <sup>(1)</sup>	4,266 A \$ 0	8,532	I	See footnote <sup>(3)</sup>
Common Stock	05/21/2014		J <sup>(1)</sup>	948 A \$ 0	415,608	I	See footnote <sup>(4)</sup>

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Common Stock	05/22/2014	J <sup>(1)</sup>	948	A	\$ 0	416,556	I	See footnote <sup>(4)</sup>
Common Stock						656,003	I	See footnote <sup>(5)</sup>
Common Stock						228,134	I	See footnote <sup>(6)</sup>
Common Stock						228,133	I	See footnote <sup>(7)</sup>
Common Stock						17,163	I	See footnote <sup>(8)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARG GAURAV C/O FIREEYE, INC. 1440 MCCARTHY BOULEVARD MILPITAS, CA 95035	X

## Signatures

Jeannette Bjoernsen, as  
Attorney-in-fact

05/23/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sequoia Capital XI Principals Fund, LP without consideration to its limited partners and general partners.
- (2) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Three, for which the Reporting Person serves as a trustee.
- (3) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Four, for which the Reporting Person serves as a trustee.
- (4) Shares held of record by Hilltop Family Partnership, for which the Reporting Person serves as a general partner.
- (5) Shares held of record by the Gaurav Garg and Komal Shah Trust dated April 27, 2000, for which the Reporting Person serves as a trustee.
- (6) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number One, for which the Reporting Person serves as a trustee.
- (7) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number Two, for which the Reporting Person serves as a trustee.
- (8) Shares held of record by Alameda Alpha, LLC, for which the Reporting Person serves as a general partner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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