

FireEye, Inc.  
Form 4  
May 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lentz Robert F

(Last) (First) (Middle)

C/O FIREEYE, INC., 1440  
MCCARTHY BLVD.

(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)  
05/11/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/11/2015                           |  | M                              |   | 27,958 A \$ 0.07  | 34,253   | D   |
| Common Stock                    | 05/11/2015                           |  | S <sup>(1)</sup>               |   | 26,358 D \$ 42.2859   | 7,895  | D   |
| Common Stock                    | 05/11/2015                           |  | S <sup>(1)</sup>               |   | 1,600 D \$ 42.8069  | 6,295  | D   |
| Common Stock                    | 05/12/2015                           |  | M                              |   | 27,958 A \$ 0.07  | 34,253   | D   |
|                                 | 05/12/2015                           |  | S <sup>(1)</sup>               |   | 24,858 D  | 9,395  | D   |

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|                 |            |  |                  |       |                             |                             |         |
|-----------------|------------|--|------------------|-------|-----------------------------|-----------------------------|---------|
| Common<br>Stock |            |  |                  |       | \$<br>41.0369<br><u>(4)</u> |                             |         |
| Common<br>Stock | 05/12/2015 |  | S <sup>(1)</sup> | 3,100 | D                           | \$<br>41.3977<br><u>(5)</u> | 6,295 D |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                               |        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 0.07  | 05/11/2015                              |   | M                                    | 27,958   | 03/16/2010 <sup>(6)</sup>                                      | 03/15/2020  | Common<br>Stock                     | 27,958 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 0.07  | 05/12/2015                              |   | M                                    | 27,958   | 03/16/2010 <sup>(6)</sup>                                      | 03/15/2020  | Common<br>Stock                     | 27,958 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Lentz Robert F<br>C/O FIREEYE, INC.,<br>1440 MCCARTHY BLVD.<br>MILPITAS, CA 95035 | X             |           |         |       |

## Signatures

Theresa Medina,  
Attorney-in-Fact

05/12/2015

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 19, 2015.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.68 to \$42.66, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4) and (5) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.71 to \$42.97, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.34 to \$41.33, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.34 to \$41.54, inclusive.
- (5) One forty-eighth (1/48) of the shares subject to the option will vest monthly, provided that the Reporting Person continues to serve through each vesting date.
- (6)

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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