**IMPERVA INC** Form 4 January 05, 2016

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \* Shulman Amichai

(Middle)

C/O IMPERVA, INC., 3400 **BRIDGE PARKWAY, SUITE 200** 

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

#### IMPERVA INC [IMPV]

3. Date of Earliest Transaction (Month/Day/Year) 01/04/2016

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify \_X\_\_ Officer (give title below) Chief Technology Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### REDWOOD SHORES, CA 94065

(City)	(State)	(Zip) 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)	2A. Deemed 3. 4. Securiti Execution Date, if Transaction(A) or Distriction Code (Instr. 3, 4		(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/04/2016		Code V M(1)	Amount 1,875	or (D)	Price \$ 32.79	(Instr. 3 and 4) 88,615	D	
Common Stock	01/04/2016		M(1)	937	A	\$ 34.55	89,552	D	
Common Stock	01/04/2016		S(1)	700	D	\$ 59.54 (2)	88,852	D	
Common Stock	01/04/2016		S <u>(1)</u>	1,822	D	\$ 60.52 (3)	87,030	D	
	01/04/2016		S(1)	290	D		86,740	D	

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Common Stock					\$ 61.55 (4)			
Common Stock	01/04/2016	S(1)	800	D	\$ 59.57 (5)	32,965	I	See Footnote (6)
Common Stock	01/04/2016	S <u>(1)</u>	1,900	D	\$ 60.5 (7)	31,065	I	See Footnote (6)
Common Stock	01/04/2016	S <u>(1)</u>	300	D	\$ 61.46 (8)	30,765	I	See Footnote (6)

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 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 32.79	01/04/2016		M <u>(1)</u>	1,875	<u>(9)</u>	02/07/2022	Common Stock	1,875
Employee Stock Option (right to buy)	\$ 34.55	01/04/2016		M <u>(1)</u>	937	(10)	02/04/2023	Common Stock	937

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shulman Amichai C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065

Chief Technology Officer

## **Signatures**

/s/ Tram Phi, Attorney-in-Fact 01/05/2016

\*\*Signature of Reporting Person Da

## **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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$59.15 to \$60.00. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$60.23 to \$61.23. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$61.44 to \$61.69. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$59.19 to \$60.17. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (6) The shares are owned of record by Amichai Shulman Holdings 2000 Ltd. The Reporting Person is a director and beneficial owner of the shares held by such entity.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$60.23 to \$61.18. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$61.39 to \$61.49. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (9) This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of January 1, 2012, with the remaining 75% vesting in equal quarterly installments over the next three years. This Stock Option is subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (10) This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of January 1, 2013, with the remaining 75% vesting in equal quarterly installments over the next three

Reporting Owners 3

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years. This Stock Option is subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.