Hylen Christopher Form 4 January 11, 2019

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

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

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hylen Christopher

(First)

(Middle)

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

(Street)

IMPERVA INC [IMPV] 3. Date of Earliest Transaction

(Month/Day/Year) 01/09/2019

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

President and CEO

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 | e I - Non-D | erivative Se | curiti | es Acqı | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|---|-----------------|---|------------------------|------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securitie on(A) or Disp (Instr. 3, 4 | oosed coand 5) (A) or | of (D) | 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 | 01/09/2019 | | Code V M | Amount 130,024 | (D) | \$ 0 | 148,749 | D | |
| Common Stock | 01/10/2019 | | D | 148,749 | D | <u>(1)</u> | 0 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 tiorDerivative Securities Acquired (A) or) Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Am Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|---|---|---------|--|--------------------|---|--------------|
| | · | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N Sl |
| Restricted Stock Units | <u>(2)</u> | 01/09/2019 | | A | 130,024 | (2) | (3)(4) | 02/13/2028 | Common Stock | 1 |
| Restricted Stock Units | (2) | 01/09/2019 | | M | | 130,024 | (3)(4) | 02/13/2028 | Common Stock | 1 |
| Restricted Stock Units | (2) | 01/10/2019 | | D | | 27,064 | (4)(5) | 08/02/2028 | Common Stock | 2 |
| Restricted Stock Units | (2) | 01/10/2019 | | D | | 69,575 | (4)(6) | 08/17/2027 | Common Stock | • |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Hylen Christopher C/O IMPERVA, INC. 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065 | X | | President and CEO | | | | |

Signatures

/s/ Shulamite White,
Attorney-in-Fact
01/11/2019

**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).
- Pursuant to the Agreement and Plan of Merger between the Issuer, Imperial Purchaser, LLC and Imperial Merger Sub, Inc. dated October 10, 2018 (the "Merger Agreement"), the shares of common stock were cancelled and converted into the right to receive \$55.75 in cash per share, payable as provided by the terms of the Merger Agreement.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer upon vesting.
- (3) On February 14, 2018, the Compensation Committee of the Board of Directors granted performance-based restricted stock units subject to the Issuer's achievement of performance conditions for the year ended December 31, 2018. On January 9, 2019, the Compensation

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Committee determined that the performance conditions had been achieved at 118% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on February 15, 2019, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.

- Pursuant to the Merger Agreement, the unvested RSUs were cancelled and converted into the right to receive \$55.75 in cash per unvested (4) RSU, payable following satisfaction of the underlying vesting conditions of such unvested RSU (including all vesting schedules and acceleration provisions as in effect on the date of the Merger Agreement or as otherwise provided by the terms of the Merger Agreement).
- The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of

 August 15, 2018, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.
- The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of

 August 15, 2017, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination 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.