

Hylen Christopher  
Form 4  
January 11, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
Hylen Christopher

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400  
BRIDGE PARKWAY

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
IMPERVA INC [IMPV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/09/2019

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)  
President and CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/09/2019		M	130,024	A \$ 0	148,749	D
Common Stock	01/10/2019		D	148,749	D 0	0	D

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

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SEC 1474  
(9-02)



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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.

- (4) Pursuant to the Merger Agreement, the unvested RSUs were cancelled and converted into the right to receive \$55.75 in cash per unvested 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).

- (5) 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.

- (6) 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.

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