

FireEye, Inc.
Form 4
August 18, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAQUE PROMOD

(Last) (First) (Middle)

**525 UNIVERSITY AVENUE,
SUITE 800**

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2014

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/14/2014		J		971,277	D \$ 0 <u>(1)</u>	693,673 <u>(2)</u>	I	By Partnerships <u>(2)</u>
Common Stock							138,476 <u>(2)</u>	D	
Common Stock	08/14/2014		J		5,580,840	D \$ 0 <u>(3)</u>	4,129,088 <u>(4)</u>	I	By Limited Partnerships <u>(4)</u>
Common Stock							766,998 <u>(4)</u>	D	
							6,310 <u>(5)</u>	D	

Common
Stock

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. 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 Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAQUE PROMOD
525 UNIVERSITY AVENUE, SUITE 800 X
PALO ALTO, CA 94301

Signatures

/s/ Kurt Betcher,
Attorney-In-Fact 08/18/2014

__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) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners VIII, LP ("NVP VIII") to its limited and general partners.
- (2) The NVP VIII distribution resulted in a change in the form of beneficial ownership so that following the distribution 69,318 additional shares were beneficially owned by Promod Haque directly; 69,291 additional shares were beneficially owned by Haque Family Partners, of which Mr. Haque is a partner; and 554,943 shares continue to be held of record by NVP VIII. By virtue of his position as co-Chief

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Executive Officer of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Mr. Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

- (3) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners IX, LP ("NVP IX") to its limited and general partners.

The NVP IX distribution resulted in a change in the form of beneficial ownership so that following the distribution 388,237 additional shares were beneficially owned by Promod Haque directly; 4,620 additional shares were beneficially owned by Haque Family Partners, of which Mr. Haque is a partner; 328,452 additional shares were beneficially owned by Haque Family Partners II, of which Mr. Haque is a partner; 122,226 additional shares were beneficially owned by Haque 2012 Dynasty Trust, of which Mr. Haque is a trustee; and 3,212,187 shares continue to be held of record by NVP IX. By virtue of his position as co-Chief Executive Officer of NVP Associates, the managing member of the general partner of NVP IX, Mr. Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

- (5) Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest in full on the earlier of (i) the day prior to the Issuer's next annual meeting of stockholders held after the date of grant or (ii) the first anniversary of the date of grant, in each case subject to the Reporting Person's continued service through the applicable vesting date.

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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