

MARSHALL FRANK
Form 4
April 27, 2012

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 *
MARSHALL FRANK

(Last) (First) (Middle)

C/O INFOBLOX INC., 4750
PATRICK HENRY DR

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFOBLOX INC [BLOX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2012

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/25/2012 | | C | | 2,766 | A | 11 | 12,766 | I | By trust ⁽²⁾ |
| Common Stock | 04/25/2012 | | C | | 14,727 | A | 11 | 14,727 | I | By Big Basin Partners LP ⁽³⁾ |
| Common Stock | 04/25/2012 | | C | | 38,362 | A | 14 | 53,089 | I | By Big Basin Partners LP ⁽³⁾ |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series D Convertible Preferred Stock | (1) | 04/25/2012 | | C | 8,298 (1) | (1) | (1) | Common Stock | 2,766 |
| Series D Convertible Preferred Stock | (1) | 04/25/2012 | | C | 44,183 (1) | (1) | (1) | Common Stock | 14,727 |
| Series E Convertible Preferred Stock | (4) | 04/25/2012 | | C | 115,088 (4) | (4) | (4) | Common Stock | 38,362 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSHALL FRANK C/O INFOBLOX INC. 4750 PATRICK HENRY DR SANTA CLARA, CA 95054 | | X | | |

Signatures

/s/ Robert Horton as attorney-in-fact for Frank J. Marshall

04/27/2012

__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) Each share of the issuer's Series D Convertible Preferred Stock automatically converted into 1/3 share of the issuer's Common Stock on April 25, 2012 pursuant to an election by the holders of a majority of the shares of preferred stock of the issuer in connection with the closing of the issuer's sale of its Common Stock in an initial firm commitment underwritten public offering pursuant to its registration statement on Form S-1 under the Securities Act of 1933, as amended, and had no expiration date.

(2) Shares held of record by the Frank and Judith Marshall Living Trust, of which Mr. Marshall serves as trustee.

(3) Share held of record by Big Basin Partners LP, of which the reporting person serves as a General Partner. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(4) Each share of the issuer's Series E Convertible Preferred Stock automatically converted into 1/3 share of the issuer's Common Stock on April 25, 2012 pursuant to an election by the holders of a majority of the shares of preferred stock of the issuer in connection with the closing of the issuer's sale of its Common Stock in an initial firm commitment underwritten public offering pursuant to its registration statement on Form S-1 under the Securities Act of 1933, as amended, and had no expiration 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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