

Steele Gary  
Form 4  
February 05, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Steele Gary

2. Issuer Name and Ticker or Trading Symbol  
PROOFPOINT INC [PFPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O PROOFPOINT, INC., 892  
ROSS DRIVE

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

02/01/2018

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

Chief Executive Officer

(Street)

SUNNYVALE, CA 94089

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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) | 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                    | 02/01/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 15,000                                                                                        | A                                                        | \$ 0                                                  |
| Common Stock                    | 02/01/2018                           |                                                    | M <sup>(2)</sup>               |                                                                   | 10,750                                                                                        | A                                                        | \$ 0                                                  |
| Common Stock                    | 02/01/2018                           |                                                    | M <sup>(3)</sup>               |                                                                   | 7,900                                                                                         | A                                                        | \$ 0                                                  |
| Common Stock                    | 02/01/2018                           |                                                    | M <sup>(4)</sup>               |                                                                   | 11,250                                                                                        | A                                                        | \$ 0                                                  |
| Common Stock                    | 02/01/2018                           |                                                    | F <sup>(5)</sup>               |                                                                   | 22,263                                                                                        | D                                                        | \$ 102.02                                             |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 63,551                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 74,301                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 82,201                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 93,451                                                |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 71,188                                                |

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

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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 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                               |
| Restricted Stock Units                     | \$ 0 <sup>(6)</sup>                                    | 02/01/2018                           |                                                    | M <sup>(1)</sup>               | 15,000                                                                                  | <sup>(7)</sup> <sup>(7)</sup>                            | Common Stock                                                  | 15,000                        |
| Restricted Stock Units                     | \$ 0 <sup>(6)</sup>                                    | 02/01/2018                           |                                                    | M <sup>(2)</sup>               | 10,750                                                                                  | <sup>(8)</sup> <sup>(8)</sup>                            | Common Stock                                                  | 10,750                        |
| Restricted Stock Units                     | \$ 0 <sup>(6)</sup>                                    | 02/01/2018                           |                                                    | M <sup>(3)</sup>               | 7,900                                                                                   | <sup>(9)</sup> <sup>(9)</sup>                            | Common Stock                                                  | 7,900                         |
| Restricted Stock Units                     | \$ 0 <sup>(6)</sup>                                    | 02/01/2018                           |                                                    | M <sup>(4)</sup>               | 11,250                                                                                  | <sup>(10)</sup> <sup>(10)</sup>                          | Common Stock                                                  | 11,250                        |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                         |       |
|------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                              | Director      | 10% Owner | Officer                 | Other |
| Steele Gary<br>C/O PROOFPOINT, INC.<br>892 ROSS DRIVE<br>SUNNYVALE, CA 94089 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Gary Steele by Michael Yang, Attorney-in-Fact

02/05/2018

\*\*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) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on March 17, 2014.
- (2) Vesting of RSUs granted to the Reporting Person on March 24, 2015.
- (3) Vesting of RSUs granted to the Reporting Person on March 29, 2016.
- (4) Vesting of RSUs granted to the Reporting Person on February 6, 2017.

- Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (5) Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
  - (6) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
  - (7) The RSUs vest as to 1/4th of the total number of shares on February 1, 2015 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
  - (8) The RSUs vest as to 1/4th of the total number of shares on February 1, 2016 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
  - (9) The RSUs vest as to 1/4th of the total number of shares on February 1, 2017 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
  - (10) The RSUs vest as to 1/4th of the total number of shares on February 1, 2018 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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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