

PROOFPOINT INC
Form 4
February 10, 2014

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 *
MDV VII LP

(Last) (First) (Middle)
3000 SAND HILL ROAD, BLDG. 3,
SUITE 290
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	02/06/2014		J ⁽¹⁾	618,485 D \$ 0	1,728,849	D	⁽²⁾
Common Stock	02/06/2014		J ⁽³⁾	58,875 D \$ 0	1,669,974	D	⁽²⁾
Common Stock	02/06/2014		J ⁽⁴⁾	1,699 A \$ 0	3,398	D	⁽⁵⁾

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

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number.

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MDV VII LP 3000 SAND HILL ROAD, BLDG. 3, SUITE 290 MENLO PARK, CA 94025				Former 10% Owner
Seventh MDV Partners, L.L.C. 3000 SAND HILL ROAD, BLDG. 3, SUITE 290 MENLO PARK, CA 94025				Former 10% Owner
SCHOENDORF NANCY J 3000 SAND HILL ROAD, BLDG. 3, SUITE 290 MENLO PARK, CA 94025				Former 10% Owner

Signatures

MDV VII, L.P.	02/06/2014
**Signature of Reporting Person	Date
Seventh MDV Partners, L.L.C.	02/10/2014
**Signature of Reporting Person	Date
Nancy Schoendorf	02/10/2014
**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).

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- (1) Represents a pro-rata in-kind distribution by MDV VII, L.P. ("MDV") without consideration to its limited partners.
Shares directly held by MDV. Jonathan Feiber, a director of the issuer, and Nancy Schoendorf are managing members of Seventh MDV Partners, L.L.C. ("Seventh"), the general partner of MDV. Each of Jonathan Feiber, Nancy Schoendorf, and Seventh may be deemed to share voting and dispositive power over the shares held by MDV. Mr. Feiber, Ms. Schoendorf, and Seventh disclaim beneficial ownership of the shares held by MDV except to the extent of any pecuniary interest therein. Mr. Feiber is filing his own Form 4 separately.
- (2) Represents a pro-rata in-kind distribution by MDV as nominee for MDV VII Leaders Fund, L.P. without consideration to its limited partners.
- (3) Represents a pro-rata in-kind distribution to Nancy Schoendorf from MDV as nominee for MDV VII Leaders Fund, L.P. without consideration.
- (4) Shares directly held by Nancy Schoendorf.

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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