

FireEye, Inc.
Form 4
March 13, 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 *
Norwest Venture Partners IX, LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2014

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

525 UNIVERSITY AVENUE, SUITE 800

(Street)

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

PALO ALTO, CA 94301

(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	03/12/2014		S		295,833	D	\$ 79.54 (3)
							2,774,715
							I
							By Limited Partnership (1)
Common Stock	03/12/2014		S		1,712,380	D	\$ 79.54 (3)
							16,060,937
							I
							By Limited Partnership (2)

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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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Norwest Venture Partners IX, LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		
NORWEST VENTURE PARTNERS VIII LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		
HAQUE PROMOD 525 UNIVERSITY AVENUE, SUITE 800 PALO ALTO, CA 94301	X	X		
Crowe Jeffrey 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		
Howard Matthew D. 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		

Signatures

/s/ Kurt Betcher,
Attorney-In-Fact

03/13/2014

__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).

The securities shown on Line 1 represent securities held of record by Norwest Venture Partners VIII, LP ("NVP VIII"). By virtue of their positions as co-Chief Executive Officers of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of

(1) NVP VIII, Promod Haque, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Haque, Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

The securities shown on Line 2 represent securities held of record by Norwest Venture Partners IX, LP ("NVP IX"). By virtue of their positions as co-Chief Executive Officers of NVP Associates, the managing member of the general partner of NVP IX, Promod Haque,

(2) Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Haque, Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

(3) Shares sold to the underwriters in connection with the closing of the Issuer's follow-on public offering. The reported sale price reflects the price at which the shares were sold to the underwriters after underwriting discounts and commissions.

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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