

FireEye, Inc.
Form 4
May 23, 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 *
GARG GAURAV

(Last) (First) (Middle)

C/O FIREEYE, INC., 1440 MCCARTHY BOULEVARD

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/21/2014 | | J ⁽¹⁾ | 4,266 A \$ 0 | 4,266 | I | See footnote ⁽²⁾ |
| Common Stock | 05/22/2014 | | J ⁽¹⁾ | 4,266 A \$ 0 | 8,532 | I | See footnote ⁽²⁾ |
| Common Stock | 05/21/2014 | | J ⁽¹⁾ | 4,266 A \$ 0 | 4,266 | I | See footnote ⁽³⁾ |
| Common Stock | 05/22/2014 | | J ⁽¹⁾ | 4,266 A \$ 0 | 8,532 | I | See footnote ⁽³⁾ |
| Common Stock | 05/21/2014 | | J ⁽¹⁾ | 948 A \$ 0 | 415,608 | I | See footnote ⁽⁴⁾ |

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| | | | | | | | | |
|--------------|------------|------------------|-----|---|------|---------|---|-----------------------------|
| Common Stock | 05/22/2014 | J ⁽¹⁾ | 948 | A | \$ 0 | 416,556 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | 656,003 | I | See footnote ⁽⁵⁾ |
| Common Stock | | | | | | 228,134 | I | See footnote ⁽⁶⁾ |
| Common Stock | | | | | | 228,133 | I | See footnote ⁽⁷⁾ |
| Common Stock | | | | | | 17,163 | I | See footnote ⁽⁸⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| GARG GAURAV C/O FIREEYE, INC. 1440 MCCARTHY BOULEVARD MILPITAS, CA 95035 | X | | | |

Signatures

Jeannette Bjoernsen, as
Attorney-in-fact

05/23/2014

__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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sequoia Capital XI Principals Fund, LP without consideration to its limited partners and general partners.
- (2) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Three, for which the Reporting Person serves as a trustee.
- (3) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Four, for which the Reporting Person serves as a trustee.
- (4) Shares held of record by Hilltop Family Partnership, for which the Reporting Person serves as a general partner.
- (5) Shares held of record by the Gaurav Garg and Komal Shah Trust dated April 27, 2000, for which the Reporting Person serves as a trustee.
- (6) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number One, for which the Reporting Person serves as a trustee.
- (7) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number Two, for which the Reporting Person serves as a trustee.
- (8) Shares held of record by Alameda Alpha, LLC, for which the Reporting Person serves as a general partner.

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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