

FireEye, Inc.
Form 4
August 11, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Norwest Venture Partners IX, LP

(Last) (First) (Middle)

525 UNIVERSITY
AVENUE, SUITE 800

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

FireEye, Inc. [FEYE]

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

08/07/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/07/2014		J		1,109,886	D \$ 0 <u>(1)</u>	1,664,829	I	By Limited Partnership <u>(2)</u>
Common Stock	08/07/2014		J		6,424,375	D \$ 0 <u>(3)</u>	9,636,562	I	By Limited Partnership <u>(4)</u>

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 Benef Own Follo Repor Trans (Instr
				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
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
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 08/11/2014

__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) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners VIII, LP ("NVP VIII") to its limited and general partners.

The securities shown on Line 1 represent securities held of record by NVP VIII. By virtue of their positions as co-Chief Executive

- (2) Officers of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

- (3) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners IX, LP ("NVP IX") to its limited and general partners.

The securities shown on Line 2 represent securities held of record by 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, Matthew Howard and Jeffrey Crowe may be deemed to

- (4) share voting and dispositive power with respect to such securities. Messrs. Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

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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