

VENROCK ASSOCIATES III LP
Form 4
November 15, 2011

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 *
VENROCK ASSOCIATES III LP

2. Issuer Name and Ticker or Trading Symbol
IMPERVA INC [IMPV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VENROCK, 3340 HILLVIEW AVE.

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2011

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

(Street)
PALO ALTO, CA 94304

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

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	11/15/2011		C		1,314,000	A	(1)	1,467,369	I	By Funds (2)
Common Stock	11/15/2011		C		471,835	A	(3)	1,939,204	I	By Funds (4)
Common Stock	11/15/2011		C		192,790	A	(5)	2,131,994	I	By Funds (6)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	
Series B Convertible Preferred Stock	(1)	11/15/2011		C	V	(A) 1,314,000	(D)	(1) (1)	Common Stock 1,314,
Series C Convertible Preferred Stock	(3)	11/15/2011		C		471,835		(3) (3)	Common Stock 471,8
Series D Convertible Preferred Stock	(5)	11/15/2011		C		192,790		(5) (5)	Common Stock 192,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304		X		
VENROCK ASSOCIATES C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304		X		
VENROCK ENTREPRENEURS FUND III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304		X		
VENROCK MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304		X		

VEF MANAGEMENT III LLC
C/O VENROCK
3340 HILLVIEW AVE.
PALO ALTO, CA 94304

X

Signatures

/s/ David L. Stepp, authorized
signatory

11/15/2011

__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) Each share of Series B Convertible Preferred Stock ("Series B Preferred") was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.

Consists of (i) 1,173,895 shares of Common Stock held by Venrock Associates III, L.P. ("VA III"), (ii) 264,127 shares of Common Stock held by Venrock Associates ("VA"), and (iii) 29,347 shares of Common Stock held by Venrock Entrepreneurs Fund III, L.P. ("VEF III").

(2) Venrock Management III, LLC ("VM III") is the general partner of VA III. VEF Management III, LLC ("VEFM") is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their respective pro-rata pecuniary interest therein.

(3) Each share of Series C Convertible Preferred Stock ("Series C Preferred") was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.

Consists of (i) 1,551,364 shares of Common Stock held by VA III, (ii) 349,057 shares of Common Stock held by VA, and (iii) 38,783

(4) shares of Common Stock held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their respective pro-rata pecuniary interest therein.

(5) Each share of Series D Convertible Preferred Stock ("Series D Preferred") was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.

Consists of (i) 1,705,597 shares of Common Stock held by VA III, (ii) 383,759 shares of Common Stock held by VA, and (iii) 42,638

(6) shares of Common Stock held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their respective pro-rata pecuniary interest therein.

Consists of (i) 1,051,200 shares of Series B Preferred held by VA III, (ii) 236,520 shares of Series B Preferred held by VA, and (iii)

(7) 26,280 shares of Series B Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.

Consists of (i) 377,469 shares of Series C Preferred held by VA III, (ii) 84,930 shares of Series C Preferred held by VA, and (iii) 9,436

(8) shares of Series C Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata pecuniary interest therein.

Consists of (i) 154,233 shares of Series D Preferred held by VA III, (ii) 34,702 shares of Series D Preferred held by VA, and (iii) 3,855

(9) shares of Series D Preferred held by VEF III. VM III is the general partner of VA III. VEFM is the general partner of VEF III. VM III and VEFM disclaim beneficial ownership of these securities except to the extent of their pro-rata 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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