Edgar Filing: PROOFPOINT INC - Form 4

PROOFPOIN	NT INC										
Form 4											
July 05, 2016											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									APPROVAL		
Washington, D.C. 20549						OMB Number:	3235-0287				
Check thi			8,					Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIA						TCIAL OWNERSHIP OF			2005 average		
Section 1	Section 16. SECURITIES							burden hou			
Form 4 or Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Ac							response	. 0.5		
obligation	18 Section 17(a)	a) of the Public U						m			
may cont	inue.		•	•	- ·			/11			
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type F	Responses)										
1. Name and A	ddress of Reporting P	Person [*] 2 Issue	r Name and	Ticker or '	Fradin	a	5. Relationship o	Reporting Person(s) to			
Hahn Eric	1 8	Symbol	2. Issuer Name and Ticker or Trading Symbol				Issuer	1 0	1 0 ()		
	OFPOINT INC [PFPT]				(Check all applicable)						
(Last)	(First) (M	liddle) 3. Date of	f Earliest Tr	ansaction			(Check an applicable)				
		(Month/Day/Year)				_X_ Director10% Owner					
C/O PROOF	02 06/30/2	06/30/2016				Officer (give titleX Other (specify below) below)					
ROSS DRIV	/E							Chairman			
	(Street)	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person					
SUNNYVALE CA 94089 Form filed by More than One Reporting											
r ĉi soli											
(City)	(State) ((Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		3.				5. Amount of	6. Ownership			
(Instr. 3)	Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Instr. 3) any Code Disposed of (D)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial				
			/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				Owned	Indirect (I)	Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)		
					(A) or		Transaction(s)				
			Code V	Amount		Price	(Instr. 3 and 4)				
Common	06/30/2016		А	3,051	А	\$0	116,215	D			
Stock	00,00,2010			(1)		ψü	110,210	2			
Common							213,718	Ι	By Family		
Stock							_10,710		Trust (2)		

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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 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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo 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			
Hahn Eric C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089	X			Chairman			
Signatures							
/s/ Eric Hahn By Michael Yang Attorney-In-Fact	; ,		07/05	/2016			
<u>**</u> Signature of Reporting Pers	son		Da	te			

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 an award of restricted stock units ("RSUs"). 100% of the RSUs will vest on May 26, 2017. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement for no consideration.
- (2) Shares directly held by the Hahn Family Trust dated 10/20/1999, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.