Swaroop Bhagwat Form 4 August 21, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Ctata)

(7:-

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Swaroop Bhagwat Issuer Symbol PROOFPOINT INC [PFPT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title) C/O PROOFPOINT, INC., 892 08/18/2017 below) **ROSS DRIVE** EVP & GM, Protection (Street) 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 Form filed by More than One Reporting SUNNYVALE, CA 94089 Person

(City)	(State)	Zip) Table	e I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/18/2017		M(1)	344	A	\$0	5,639	D	
Common Stock	08/18/2017		M <u>(1)</u>	344	A	\$0	5,983	D	
Common Stock	08/18/2017		F(2)	260	D	\$ 87.6	5,723	D	

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)	Transactionof		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (3)	08/18/2017		M(1)	344	<u>(4)</u>	<u>(4)</u>	Common Stock	344	\$ (
Restricted Stock Units	\$ 0 (3)	08/18/2017		M(1)	344	<u>(4)</u>	<u>(4)</u>	Common Stock	344	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Swaroop Bhagwat							
C/O PROOFPOINT, INC.			EVP & GM,				
892 ROSS DRIVE			Protection				
SUNNYVALE, CA 94089							

Signatures

/s/ Bhagwat Swaroop by Michael Yang,
Attorney-In-Fact

08/21/2017

**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) Vesting of performance-based RSUs ("PRSUs") earned by the Reporting Person on May 1, 2017 as a result of the Reporting Person having met certain performance criteria.
- (2) Exempt transaction pursuant to Section 16b-3(e) payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs or PRSUs. The Reporting Person did not

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sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

- (3) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
 - The RSUs vest as to 3/16th of the total number of shares on May 1, 2017; 1/16th of the total number of shares on August 18, 2017; and
- (4) thereafter will vest as to 1/4th of the total number of shares in equal annual installments beginning on August 18, 2018. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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.