

ACCEL VIII LP
Form SC 13G/A
February 13, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Imperva, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45321L100

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 9

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel VIII L.P. ("A8")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING 0 shares.
PERSON
WITH
6 SHARED VOTING POWER
0 shares.
7 SOLE DISPOSITIVE POWER
0 shares.
8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON PN

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel VIII Associates L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING PERSON WITH
0 shares.

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON OO

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel Internet Fund IV L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING PERSON WITH 0 shares.

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON PN

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Accel Investors 2002 L.L.C. ("AI02")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING 0 shares.
PERSON
WITH

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON H

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON OO

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON.

1

Theresa Gouw Ranzetta

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
76,468 shares.

SHARES

BENEFICIALLY

OWNED BY EACH 6 SHARED VOTING POWER
0 shares.

REPORTING

PERSON

WITH

7 SOLE DISPOSITIVE POWER
76,468 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 76,468

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%

12 TYPE OF REPORTING PERSON IN

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This Amendment No. 1 amends the statement on Schedule 13G filed by Accel VIII L.P., Accel VIII Associates L.L.C., Accel Internet Fund IV L.P., Accel Investors 2002 L.L.C. and Theresia Gouw Ranzetta. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2012:

- (a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

- (b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

 - (ii) Shared power to vote or to direct the vote:
See Row 6 of cover page for each Reporting Person.

- (iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2013

Entities:

Accel VIII
L.P.
Accel VIII Associates
L.L.C.
Accel Internet Fund IV
L.P.
Accel Investors 2002
L.L.C.

By: /s/ Tracy L. Sedlock
Tracy L. Sedlock, Attorney-in-fact
for above-listed entities

Individuals:

Theresa
Gouw
Ranzetta

By: /s/ Tracy L. Sedlock
Tracy L. Sedlock, Attorney-in-fact
for above-listed individuals

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Document Description</u>	<u>Sequentially Numbered Page</u>
Exhibit A	Agreement of Joint Filing	10
Exhibit B	Reference to Tracy L. Sedlock as Attorney-in-Fact	11

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Imperva, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2013

Entities:

Accel VIII L.P.
Accel VIII Associates L.L.C.
Accel Internet Fund IV L.P.
Accel Investors 2002 L.L.C.

By: /s/ Tracy L. Sedlock
Tracy L. Sedlock, Attorney-in-fact
for above-listed entities

Individuals:

Theresia Gouw
Ranzetta

By: /s/ Tracy L. Sedlock
Tracy L. Sedlock, Attorney-in-fact
for above-listed individuals

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EXHIBIT B

REFERENCE TO TRACY L. SEDLOCK AS ATTORNEY-IN-FACT

Tracy L. Sedlock has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.