

Kraynak Mark E.  
 Form 3  
 November 08, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>^ Kraynak Mark E.</p> <p>(Last) (First) (Middle)</p> <p>C/O IMPERVA, INC., ^ 3400              BRIDGE PARKWAY, SUITE              200</p> <p>(Street)</p> <p>REDWOOD              SHORES, ^ CA ^ 94065</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/08/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>IMPERVA INC [IMPV]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other              (give title below) (specify below)              VP, Worldwide Marketing</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security              (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned              (Instr. 4)</p>	<p>3. Ownership Form:              Direct (D)              or Indirect (I)              (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership              (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security              (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date              (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security              (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security:              Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership              (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	07/20/2014	Common Stock	13,750	\$ 0.6	D	Â
Stock Option (right to buy)	Â (2)	12/07/2014	Common Stock	8,750	\$ 0.6	D	Â
Stock Option (right to buy)	Â (3)	03/10/2016	Common Stock	7,500	\$ 0.72	D	Â
Stock Option (right to buy)	Â (4)	02/01/2017	Common Stock	10,000	\$ 0.78	D	Â
Stock Option (right to buy)	Â (5)	08/28/2017	Common Stock	10,000	\$ 0.92	D	Â
Stock Option (right to buy)	Â (6)	02/10/2019	Common Stock	80,000	\$ 1.64	D	Â
Stock Option (right to buy)	Â (7)	03/02/2021	Common Stock	10,000	\$ 5.42	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kraynak Mark E. C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065	Â	Â	Â VP, Worldwide Marketing	Â

## Signatures

/s/ Tram Phi, by power of attorney 11/08/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Stock Option vested over four years as follows: 25% of the underlying shares vested one year following the vesting commencement date of June 15, 2004, and the remaining 75% vested in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.

(2) This Stock Option vested over four years as follows: 25% of the underlying shares vested one year following the vesting commencement date of December 7, 2004, and the remaining 75% vested in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.

(3) This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of January 1, 2006, with the remaining 75% vesting in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.

(4) This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 1, 2007, with the remaining 75% vesting in equal quarterly installments over the next three

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years. This Option is now fully vested and exercisable.

- This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of July 8, 2007, with the remaining 75% vesting in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.
- (5)

- This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of January 1, 2009, with the remaining 75% vesting in equal quarterly installments over the next three years. This Stock Option is subject to accelerated vesting in the event of a change in control of the Issuer and additional accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (6)

- This Stock Option vests over three years of continuous service as follows: 25% of the underlying shares vest 27 months following the vesting commencement date of January 1, 2011, with the remaining 75% vesting in equal quarterly installments over the next nine months. This Stock Option is subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (7)

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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