

IMPERVA INC  
Form 8-K  
July 27, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report: July 26, 2017**

**(Date of earliest event reported)**

**Imperva, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction**  
**of Incorporation)**

**001-35338**  
**(Commission**

**File Number)**

**3400 Bridge Parkway**

**Redwood Shores, California**  
**(Address of Principal Executive Offices)**

**(650) 345-9000**

**(Registrant's Telephone Number, Including Area Code)**

**03-0460133**  
**(IRS Employer**

**Identification No.)**

**94065**  
**(Zip Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02. Results of Operations and Financial Condition.**

On July 27, 2017, Imperva, Inc. ( Imperva ) issued a press release announcing its financial results for the quarter ended June 30, 2017 and providing its business outlook. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02, including Exhibit 99.1 to this Current Report, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information in this Item 2.02 and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any registration statement or other document filed by Imperva with the Securities and Exchange Commission, whether made before or after the date of this Current Report, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 26, 2017, Imperva's board of directors approved amendments to the 2011 Stock Option and Incentive Plan (the 2011 Plan ) and forms of agreements thereunder to clarify that (i) share withholding for tax purposes is permitted up to the maximum statutory amount permitted to be withheld, (ii) net settlement shall be the method of withholding for section 16 officers unless otherwise determined by the compensation committee of the board of directors, and (iii) any dividends or dividend equivalent rights granted on awards that are subject to vesting requirements may not be paid or settled unless, until and only to the extent that the underlying award vests. The foregoing description is qualified in its entirety by reference to the full text of the amended 2011 Plan and forms of agreements thereunder attached hereto as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release issued by Imperva, Inc., dated July 27, 2017.
99.2	2011 Stock Option and Incentive Plan, Subplan and Forms of Agreements Thereunder, as Amended

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IMPERVA, INC.

Date: July 27, 2017

By: /s/ Terrence J. Schmid  
Terrence J. Schmid  
Chief Financial Officer

**EXHIBIT INDEX**

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