

BREYER JAMES
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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
ACCEL PARTNERS, 428 UNIVERSITY AVENUE		11/08/2011	IMPERVA INC [IMPV]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
PALO ALTO, CA 94301			(Check all applicable)	
(City)	(State)	(Zip)	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,558,800 (6)	\$ (2)	D	Â
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	907,091 (6)	\$ (2)	D	Â
Series C Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	213,884 (6)	\$ (2)	D	Â
Series D Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	289,298 (6)	\$ (2)	D	Â
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	306,200	\$ (2)	I	See footnote (7)
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	178,183	\$ (2)	I	See footnote (7)
Series C Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	42,014	\$ (2)	I	See footnote (7)
Series D Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	56,827	\$ (2)	I	See footnote (7)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	135,000	\$ (2)	I	See footnote (8)
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	78,559	\$ (2)	I	See footnote (8)
Series C Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	18,523	\$ (2)	I	See footnote (8)
Series D Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	25,054	\$ (2)	I	See footnote (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCEL VIII LP ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â
ACCEL INTERNET FUND IV LP ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â
ACCEL INVESTORS 2002 LLC ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â

BREYER JAMES
 C/O ACCEL PARTNERS Â Â X Â Â
 428 UNIVERSITY AVENUE
 PALO ALTO,Â CAÂ 94301

ACCEL VIII ASSOCIATES LLC
 C/O ACCEL PARTNERS Â Â X Â Â
 428 UNIVERSITY AVENUE
 PALO ALTO,Â CAÂ 94301

PATTERSON ARTHUR C
 C/O ACCEL PARTNERS Â Â X Â Â
 428 UNIVERSITY AVENUE
 PALO ALTO,Â CAÂ 94301

SWARTZ JAMES R
 C/O ACCEL PARTNERS Â Â X Â Â
 428 UNIVERSITY AVE
 PALO ALTO,Â CAÂ 94301

Signatures

/s/ Tracy L. Sedlock, attorney in fact to Reporting
 Person

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) The Series A Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(2) Not applicable.

(3) The Series B Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(4) The Series C Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(5) The Series D Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(6) The securities are held by Accel VIII L.P. Accel VIII Associates L.L.C. ("A8A") is the General Partner of Accel VIII L.P. and has the sole voting and investment power with respect to the shares. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.

(7) The securities are held by Accel Internet Fund IV L.P. A8A is the General Partner of Accel Internet Fund IV L.P. and has the sole voting and investment power with respect to those entities. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.

(8) The securities are held by Accel Investors 2002 L.L.C. ("AI2002"). James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.

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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