

GOUW RANZETTA THERESIA
 Form 4
 November 15, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 GOUW RANZETTA THERESIA

(Last) (First) (Middle)

C/O ACCEL PARTNERS, 428
 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 IMPERVA INC [IMPV]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/15/2011		C		1,558,800	A	(2) 1,788,941	I	See footnote (7)
Common Stock	11/15/2011		C		907,091	A	(4) 2,696,032	I	See footnote (7)
Common Stock	11/15/2011		C		213,884	A	(5) 2,909,916	I	See footnote (7)
Common Stock	11/15/2011		C		289,298	A	(6) 3,199,214	I	See footnote

								(7)	
Common Stock	11/15/2011		C	306,200	A	(2)	351,408	I	See footnote (8)
Common Stock	11/15/2011		C	178,183	A	(4)	529,591	I	See footnote (8)
Common Stock	11/15/2011		C	42,014	A	(5)	571,605	I	See footnote (8)
Common Stock	11/15/2011		C	56,827	A	(6)	628,432	I	See footnote (8)
Common Stock	11/15/2011		C	135,000	A	(2)	154,932	I	See footnote (9)
Common Stock	11/15/2011		C	78,559	A	(4)	233,491	I	See footnote (9)
Common Stock	11/15/2011		C	18,523	A	(5)	252,014	I	See footnote (9)
Common Stock	11/15/2011		C	25,054	A	(6)	277,068	I	See footnote (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred	(1)	11/15/2011		C	1,558,800	(2)	(3)	Common Stock	1,558,

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Stock									
Series B Convertible Preferred Stock	(1)	11/15/2011	C	907,091	(4)	(3)	Common Stock	907,0	
Series C Convertible Preferred Stock	(1)	11/15/2011	C	213,884	(5)	(3)	Common Stock	213,8	
Series D Convertible Preferred Stock	(1)	11/15/2011	C	289,298	(6)	(3)	Common Stock	289,2	
Series A Convertible Preferred Stock	(1)	11/15/2011	C	306,200	(2)	(3)	Common Stock	306,2	
Series B Convertible Preferred Stock	(1)	11/15/2011	C	178,183	(4)	(3)	Common Stock	178,1	
Series C Convertible Preferred Stock	(1)	11/15/2011	C	42,014	(5)	(3)	Common Stock	42,0	
Series D Convertible Preferred Stock	(1)	11/15/2011	C	56,827	(6)	(3)	Common Stock	56,8	
Series A Convertible Preferred Stock	(1)	11/15/2011	C	135,000	(2)	(3)	Common Stock	135,0	
Series B Convertible Preferred Stock	(1)	11/15/2011	C	78,559	(4)	(3)	Common Stock	78,5	
Series C Convertible Preferred Stock	(1)	11/15/2011	C	18,523	(5)	(3)	Common Stock	18,5	
Series D Convertible Preferred Stock	(1)	11/15/2011	C	25,054	(6)	(3)	Common Stock	25,0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOUW RANZETTA THERESIA C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	X		

Signatures

/s/ Tram Phi, by power of attorney

11/15/2011

__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) Not applicable.

(2) Each share of Series A Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.

(3) The Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock have no expiration date.

(4) Each share of Series B Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.

(5) Each share of Series C Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.

(6) Each share of Series D Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.

(7) 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. The Reporting Person is one of the managing members of A8A and shares voting and investment powers. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of her pecuniary interest therein.

(8) 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. The Reporting Person is one of the managing members of A8A and shares voting and investment powers in. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of her pecuniary interest therein.

(9) The securities are held by Accel Investors 2002 L.L.C. ("AI2002"). The Reporting Person is one of the Managing Members of AI2002 and shares voting and investment powers. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of her 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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