Edgar Filing: IMPERVA INC - Form 4

| IMPERVA I Form 4 May 27, 201 | | | | | | | | | | | | | |
|--|---|-----------------------------|--|---------------------------------------|---------------|--|----------|----------------------|--|--|--|--|--|
| FORM | ЛЛ | | | | | | | | | OMB A | PPROVAL | | |
| UNITED STATES SECURITIES AND EXCHANGE COMM Washington, D.C. 20549 | | | | | | | | OMMISSION | OMB Number: | 3235-0287 | | | |
| Check this box if no longer | | | | IGES IN BENEFICIAL OWN | | | | | NERSHIP OF | Expires: Estimated a | January 31, 2005 average | | |
| Section 1 Form 4 c Form 5 obligatio may com <i>See</i> Instr 1(b). | or Filed purs ns tinue. Section 17(a | a) of the | | 6(a) of tility H | f the Iolc | ling Con | npany | Act of | e Act of 1934, 1935 or Sectior 0 | burden hou response | rs per | | |
| (Print or Type] | Responses) | | | | | | | | | | | | |
| Pisani Ralph Symbol | | | | Name and Ticker or Trading | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | | | | | | ansaction | | | (Check all applicable) | | | | |
| C/O IMPERVA, INC., 3400 (Month/D BRIDGE PARKWAY, SUITE 200 | | | | Day/Year) | | | | | Director 10% Owner X Officer (give title Other (specify below) Senior VP, Worldwide Sales | | | | |
| | | | | ndment, Date Original th/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| (City) | | (Zip) | | T NT | D | | q | • • | Person | D (* 1 1 | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date | Transaction Date 2A. Deemed | | | | 4. Securi on(A) or Di (Instr. 3, | ties A | cquired d of (D) | uired, Disposed of 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial | | |
| Common Stock | 05/23/2014 | | | Code S <u>(1)</u> | V | Amount 644 | (D) D | Price \$ 21.33 | (Instr. 3 and 4) 2,910 | D | | | |
| Common Stock | 05/23/2014 | | | М | | 3,750 | A | \$ 2.52 | 6,660 | D | | | |
| Common Stock | 05/23/2014 | | | S | | 3,750 | D | \$ 21.29 (2) | 2,910 | D | | | |
| Common Stock | 05/23/2014 | | | М | | 469 | А | \$ 1.68 | 3,379 | D | | | |
| Common Stock | 05/23/2014 | | | S | | 469 | D | \$ 21.3 | 2,910 | D | | | |

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| Common Stock | 05/23/2014 | М | 3,750 | А | \$ 10.7 6,660 | D |
|-----------------|------------|---|-------|---|--------------------------|---|
| Common Stock | 05/23/2014 | S | 3,750 | D | \$ 21.32 2,910 (3) | D |

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

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 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. Transactio 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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 2.52 | 05/23/2014 | | М | 3,750 | <u>(4)</u> | 06/04/2020 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 1.68 | 05/23/2014 | | М | 469 | (5) | 02/05/2020 | Common Stock | 469 |
| Employee Stock Option (right to buy) | \$ 10.7 | 05/23/2014 | | М | 3,750 | <u>(6)</u> | 08/24/2021 | Common Stock | 3,750 |

Reporting Owners

 Reporting Owner Name / Address
 Relationships

 Director
 10% Owner
 Officer
 Other

8 I S () Pisani Ralph C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065

Senior VP, Worldwide Sales

Signatures

/s/ Tram Phi, Attorney-in-fact 05/27/2014

<u>**</u>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) This transaction was the sale of shares of common stock which were acquired by the reporting person under the Imperva, Inc. 2011 Employee Stock Purchase Plan.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$21.28 to \$21.30. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange

(2) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$21.30 to

(3) \$21.33. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange
 Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

The 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 June 1, 2010, with the remaining 75% vesting in equal quarterly installments over the next three years. This Stock

(4) Commencement date of suite 1, 2010, with the remaining 15 % vesting in equal quarterly installinents over the next three years. This stock of prior 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.

(5) The 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, 2010, 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 termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

The 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 August 1, 2011, with the remaining 75% vesting in equal quarterly installments over the next three years. This

(6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.