

IMPERVA INC
Form 4
February 05, 2015

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 *
TESSLER ALLAN R

(Last) (First) (Middle)

C/O INTERNATIONAL
FINANCIAL GROUP, 2500
MOOSE-WILSON ROAD

(Street)

WILSON, WY 83014

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2015

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.

SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 42.16	02/04/2015	A		6,380		(1)	02/03/2025	Common Stock	6,380
Restricted Stock Unit	(2)	02/04/2015	A		3,083		(3)	03/03/2018(4)	Common Stock	3,083

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TESSLER ALLAN R C/O INTERNATIONAL FINANCIAL GROUP 2500 MOOSE-WILSON ROAD WILSON, WY 83014	X			

Signatures

/s/ Tram Phi,
Attorney-in-Fact

02/05/2015

**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).

This stock option vests over three years of continuous service as follows: one-third of the underlying shares vest one year following the vesting commencement date of February 2, 2015 with the remaining two-thirds vesting in equal annual installments over the next two years. This stock option is subject to accelerated vesting as to 100% of such shares following a change in control of the Issuer.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer upon vesting.

The restricted stock units vest as follows: one-third of the underlying shares vest one year following the vesting commencement date of February 2, 2015 with the remaining two-thirds vesting in equal annual installments over the next two years. The restricted stock units are subject to accelerated vesting as to 100% of such shares following a change in control of the Issuer.

(4) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.

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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