

IMPERVA INC
Form 4
December 14, 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 *
KRAMER SHLOMO

(Last) (First) (Middle)

**C/O IMPERVA, INC., 3400
BRIDGE PARKWAY, SUITE 200**

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2015

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/11/2015		M	27,500 A \$ 34.55	1,287,021	D	
Common Stock	12/11/2015		M	17,500 A \$ 54.66	1,304,521	D	
Common Stock					2,230,436	I	See footnote (1)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.55	12/11/2015		M	27,500	<u>(2)</u> 02/04/2023	Common Stock	27,500
Employee Stock Option (right to buy)	\$ 54.66	12/11/2015		M	17,500	<u>(4)</u> 02/03/2024	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER SHLOMO C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065		X		

Signatures

/s/ Tram Phi, 12/14/2015
Attorney-in-Fact

**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).

The shares are owned of record by HAPRI LIMITED, an investment holding company. The Reporting Person is one of two directors of
(1) HAPRI LIMITED. All of HAPRI LIMITED's shares are ultimately controlled by a trust of which the Reporting Person is the sole grantor and sole beneficiary during his life.

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- This Stock Option vested as to 25% of the underlying shares on January 1, 2014 with the remainder to vest in equal quarterly installments
- (2) through January 1, 2017. The Stock Option ceased vesting on October 27, 2015, upon the Reporting Person's resignation from service. The unvested portion of the Stock Option was cancelled in accordance with the terms of the Stock Option.
- (3) See footnote #2.
- This Stock Option vested as to 25% of the underlying shares on January 1, 2015 with the remainder to vest in equal quarterly installments
- (4) through January 1, 2018. The Stock Option ceased vesting on October 27, 2015, upon the Reporting Person's resignation from service. The unvested portion of the Stock Option was cancelled in accordance with the terms of the Stock Option.
- (5) See footnote #4.

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.