**IMPERVA INC** Form 4

February 03, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

Expires:

3235-0287 January 31,

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**OMB APPROVAL** 

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obligations

**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TESSLER ALLAN R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

IMPERVA INC [IMPV] 3. Date of Earliest Transaction

(Check all applicable)

C/O INTERNATIONAL

(Street)

(State)

(First)

FINANCIAL GROUP, 2500 MOOSE-WILSON ROAD

02/02/2017

X\_ Director Officer (give title below)

10% Owner Other (specify

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

**WILSON, WY 83014** 

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

1.027 02/02/2017 M \$0 3,488 (1)

Common Stock

Common

Stock

See Ι 35,000

Footnote (2)

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

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**SEC 1474** (9-02)

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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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	02/02/2017		M	1,027	<u>(4)</u>	03/03/2018(5)	Common Stock	1,027

### **Reporting Owners**

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

### **Signatures**

/s/ Shulamite White, Attorney-in-Fact 02/03/2017

\*\*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) Represents the number of shares that were acquired in connection with the settlement of the restricted stock units listed in Table II.
  - The shares are owned of record as follows: (A) 3,250 shares are held by International Financial GP of Nevada, of which the Reporting Person is the sole owner and Chair/CEO; (B) 7,500 shares are held by the Allan R. Tessler Charitable Remainder Unitrust #1 u/a/d
- (2) 12-16-96, of which the Reporting Person is the sole trustee; (C) 7,500 Shares are held by the Allan R. Tessler Charitable Remainder Unitrust #2 u/a/d 12-16-96, of which the Reporting Person is the sole trustee; (D) 6,750 shares are held by Tessler Family Limited of which the Reporting Person is a limited partner; and (E) 10,000 shares are held by the ART FGT Family Partners Limited, of which the Reporting Person is a limited partner.
- (3) 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
- (4) 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.
- (5) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.

Reporting Owners 2

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