

IMPERVA INC

Form 4

November 17, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bettencourt Anthony J

(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)

11/16/2015

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 11/16/2015                              |   | M                                    | (A)<br>or<br>(D)<br>Amount<br>32,904<br>(1)                             | \$ 0<br>33,489 (2)   | D  |   |
| Common<br>Stock                       | 11/16/2015                              |   | M                                    | 25,000 A  | \$<br>29.25 58,489   | D  |   |
| Common<br>Stock                       | 11/16/2015                              |   | S                                    | 18,015 D  | \$<br>68.81 (3)<br>40,474  | D  |   |
| Common<br>Stock                       | 11/16/2015                              |   | S                                    | 31,985 D  | \$<br>69.62 (4)<br>8,489   | D  |   |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 29.25   | 11/16/2015                              |   | M                                    | 25,000   | <u>(5)</u> 08/19/2024  | Common<br>Stock   | 25,000                              |
| Restricted<br>Stock<br>Units                        | <u>(6)</u>   | 11/16/2015                              |   | M                                    | 66,250   | <u>(7)</u> 08/19/2024 <sup>(8)</sup>                           | Common<br>Stock   | 66,250                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Bettencourt Anthony J<br>C/O IMPERVA, INC.<br>3400 BRIDGE PARKWAY, SUITE 200<br>REDWOOD SHORES, CA 94065 | X             |           | President and CEO |       |

## Signatures

/s/ Tram Phi,  
Attorney-in-Fact

11/17/2015

        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).

(1) Represents the number of shares that were acquired in connection with the net settlement of the restricted stock units listed in Table II.

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- (2) Includes 585 shares of common stock acquired by the reporting person on May 15, 2015 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 \$68.30 to \$69.29 per share. 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 purchased at each separate price within the range.
- (3) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$69.30 to \$69.96 per share. 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 purchased at each separate price within the range.
- (4) This 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 18, 2014 with the remaining 75% vesting in equal quarterly installments over the next three years.
- (5) 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.
- (6) 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: 25% of the underlying shares vest one year following the vesting commencement date of November 15, 2014, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are 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.
- (7) 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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