

FireEye, Inc.
Form 4
August 11, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Norwest Venture Partners IX, LP

(Last) (First) (Middle)

525 UNIVERSITY AVENUE, SUITE 800

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FireEye, Inc. [FEYE]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 08/07/2014 | | J | 1,109,886 D | \$ 0 (1) 1,664,829 | I | By Limited Partnership (2) |
| Common Stock | 08/07/2014 | | J | 6,424,375 D | \$ 0 (3) 9,636,562 | I | By Limited Partnership (4) |

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Norwest Venture Partners IX, LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | X | | |
| NORWEST VENTURE PARTNERS VIII LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | X | | |
| Crowe Jeffrey 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | X | | |
| Howard Matthew D. 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | X | | |

Signatures

/s/ Kurt Betcher, 08/11/2014
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).

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- (1) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners VIII, LP ("NVP VIII") to its limited and general partners.

The securities shown on Line 1 represent securities held of record by NVP VIII. By virtue of their positions as co-Chief Executive

- (2) Officers of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

- (3) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners IX, LP ("NVP IX") to its limited and general partners.

The securities shown on Line 2 represent securities held of record by NVP IX. By virtue of their positions as co-Chief Executive Officers

- (4) of NVP Associates, the managing member of the general partner of NVP IX, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

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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