

FireEye, Inc.
Form 4
May 19, 2015

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 *
Mandia Kevin R.

(Last) (First) (Middle)
C/O FIREEYE, INC., 1440
MCCARTHY BLVD
(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2015

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	05/15/2015		S ⁽¹⁾		355,490	\$ 41.203 (2)	D
Common Stock	05/15/2015		S ⁽¹⁾		21,177	\$ 42.0567 (3)	D
Common Stock	05/15/2015		S ⁽⁴⁾		52,201	\$ 41.2027 (5)	I See footnote (6)
Common Stock	05/15/2015		S ⁽⁴⁾		3,050	\$ 42.0416 (7)	I See footnote (6)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.82 to \$41.81, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) (3) (5) and (7) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.82 to \$42.445, inclusive.

(4) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Kevin R. Mandia 2011 Irrevocable Trust Dated July 29, 2011, on March 10, 2015.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.81 to \$41.79, inclusive.

(6) Shares held of record by the Kevin R. Mandia 2011 Irrevocable Trust Dated July 29, 2011 (the "Irrevocable Trust"). The Reporting Person's spouse, as trustee, has shared voting and investment power with respect to the shares held of record by the Irrevocable Trust. The Reporting Person disclaims beneficial ownership of such shares.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.83 to \$42.41, inclusive.

(8) Shares held of record by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purpose of Section 16 or for any other reason.

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.