

FireEye, Inc.  
Form SC 13G  
February 11, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1**

**(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2**

**(Amendment No.    )\***

**FireEye, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**31816Q 10 1**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

DAG Ventures III-QP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

NUMBER OF 5 SOLE VOTING POWER

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

10,488,154 shares of Common Stock (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

8 SHARED DISPOSITIVE POWER

PERSON

WITH

10,488,154 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,488,154 (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7% (3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) This statement on Schedule 13G is filed by DAG Ventures III-QP, L.P. ( DAG III-QP ), DAG Ventures GP Fund III, LLC ( DAG GP III ), DAG Ventures III, L.P. ( DAG III ), DAG Ventures III-A, LLC ( DAG III-A ), DAG Ventures Management III, LLC ( DAG III LLC ), Messrs. R. Thomas Goodrich and John J. Cadeddu (collectively, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares consist of (i) 8,920,334 shares of Common Stock held by DAG III-QP, (ii) 8,790 shares of Common Stock held by DAG GP III, (iii) 839,090 shares of Common Stock held by DAG III and (iv) 719,940 shares of Common Stock held by DAG III-A. DAG III LLC serves as the general partner of DAG III-QP and DAG III, and serves as the manager of DAG GP III and DAG III-A. As such, DAG III LLC possesses power to direct the voting and disposition of the shares owned by DAG III-QP, DAG III, DAG GP III and DAG III-A and may be deemed to have indirect beneficial ownership of the shares held by DAG III-QP, DAG III, DAG GP III and DAG III-A. DAG III LLC owns no securities of the Issuer directly. Messrs. R. Thomas Goodrich and John J. Cadeddu are Managing Directors of DAG III LLC. As such, Messrs. R. Thomas Goodrich and John J. Cadeddu possess power to direct the voting and disposition of the shares owned by DAG III-QP, DAG III, DAG GP III and DAG III-A and may be deemed to have indirect beneficial ownership of the shares held by DAG III-QP, DAG III, DAG GP III and DAG III-A. Messrs. R. Thomas Goodrich and John J. Cadeddu own no securities of the Issuer directly.
- (3) This percentage is calculated based upon 120,822,637 shares of the Common Stock outstanding as of October 31, 2013 as set forth in the Issuer's most recent Form 10-Q for the period ending September 30, 2013, filed with the Securities and Exchange Commission on November 14, 2013.

1 NAMES OF REPORTING PERSONS

DAG Ventures GP Fund III, LLC

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1 NAMES OF REPORTING PERSONS

DAG Ventures III-A, LLC

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1 NAMES OF REPORTING PERSONS

DAG Ventures Management III, LLC

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1 NAMES OF REPORTING PERSONS

R. Thomas Goodrich

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1 NAMES OF REPORTING PERSONS

John J. Cadeddu

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (1)

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United States of America

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CUSIP NO. 31816Q 10 1

13 G

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Introductory Note: This statement on Schedule 13G is filed on behalf of the Reporting Persons, in respect of shares of Common Stock, par value \$0.0001 per share ( Common Stock ), of FireEye, Inc. (the Issuer ).

**Item 1(a) Name of Issuer:**

**Item 1(b) Address of issuer s principal executive offices:**

FireEye, Inc.

1440 McCarthy Blvd.

Milpitas, California 95035, United States of America

**Items 2(a) Name of Reporting Persons filing:**

DAG Ventures III-QP, L.P. ( DAG III-QP )

DAG Ventures GP Fund III, LLC ( DAG GP III )

DAG Ventures III, L.P. ( DAG III )

DAG Ventures III-A, LLC ( DAG III-A )

DAG Ventures Management III, LLC ( DAG III LLC )

R. Thomas Goodrich

John J. Cadeddu

**Item 2(b) Address or principal business office or, if none, residence:**

DAG Ventures

251 Lytton Avenue, Suite 200

Palo Alto, California 94301, United States of America

**Item 2(c) Citizenship:**

<b>Name</b>	<b>Citizenship or Place of Organization</b>
DAG III-QP	Delaware, United States of America
DAG GP III	Delaware, United States of America
DAG III	Delaware, United States of America

DAG III-A  
DAG III LLC  
R. Thomas Goodrich  
John J. Cadeddu

Delaware, United States of America  
Delaware, United States of America  
United States of America  
United States of America

**Item 2(d) Title of class of securities:**

Common Stock

**Item 2(e) CUSIP No.:**

31816Q 10 1

**Item 3 If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filings is a:**

Not applicable.

**Item 4 Ownership**

The following information with respect to the ownership of Common Stock of the Issuer by the Reporting Persons filing this statement on Schedule 13G as of December 31, 2013:

Reporting Persons	Sole		Sole		Shared Dispositive Power (1)	Beneficial Ownership (1)	Percentage of Class (1, 3)
	Shares Held Directly (1)	Voting Power (1)	Shared Voting Power (1)	Dispositive Power (1)			
DAG III-QP	8,920,334	0	10,488,154	0	10,488,154	10,488,154	8.7%
DAG GP III	8,790	0	10,488,154	0	10,488,154	10,488,154	8.7%
DAG III	839,090	0	10,488,154	0	10,488,154	10,488,154	8.7%
DAG III-A	719,940	0	10,488,154	0	10,488,154	10,488,154	8.7%
DAG III LLC (2)	0	0	10,488,154	0	10,488,154	10,488,154	8.7%
R. Thomas Goodrich (2)	0	0	10,488,154	0	10,488,154	10,488,154	8.7%
John J. Cadeddu (2)	0	0	10,488,154	0	10,488,154	10,488,154	8.7%

- (1) Represents the number of shares of Common Stock currently underlying all Securities held by the Reporting Persons.
- (2) DAG III LLC serves as the general partner of DAG III-QP and DAG III, and serves as the manager of DAG GP III and DAG III-A. As such, DAG III LLC possesses power to direct the voting and disposition of the shares owned by DAG III-QP, DAG III, DAG GP III and DAG III-A and may be deemed to have indirect beneficial ownership of the shares held by DAG III-QP, DAG III, DAG GP III and DAG III-A. DAG III LLC owns no securities of the Issuer directly. Messrs. R. Thomas Goodrich and John J. Cadeddu are Managing Directors of DAG III LLC. As such, Messrs. R. Thomas Goodrich and John J. Cadeddu possess power to direct the voting and disposition of the shares owned by DAG III-QP, DAG III, DAG GP III and DAG III-A and may be deemed to have indirect beneficial ownership of the shares held by DAG III-QP, DAG III, DAG GP III and DAG III-A. Messrs. R. Thomas Goodrich and John J. Cadeddu own no securities of the Issuer directly.
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#### Item 5 Ownership of 5 Percent or Less of a Class

Not applicable.

#### Item 6 Ownership of More than 5 Percent on Behalf of Another Person

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

#### Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

#### Item 8 Identification and Classification of Members of the Group

Not applicable.

**Item 9 Notice of Dissolution of Group**

Not applicable.

**Item 10 Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2014

DAG VENTURES III-QP, L.P.

BY: DAG VENTURES MANAGEMENT III, LLC

ITS: GENERAL PARTNER

By: /s/ R. Thomas Goodrich

R. Thomas Goodrich

Managing Director

DAG VENTURES GP FUND III, LLC

BY: DAG VENTURES MANAGEMENT III, LLC

ITS: MANAGER

By: /s/ R. Thomas Goodrich

R. Thomas Goodrich

Managing Director

DAG VENTURES III, L.P.

BY: DAG VENTURES MANAGEMENT III, LLC

ITS: GENERAL PARTNER

By: /s/ R. Thomas Goodrich

R. Thomas Goodrich

Managing Director

DAG VENTURES III-A, LLC

BY: DAG VENTURES MANAGEMENT III, LLC

ITS: MANAGER

By: /s/ R. Thomas Goodrich

R. Thomas Goodrich

Managing Director

DAG VENTURES MANAGEMENT III, LLC

/s/ R. Thomas Goodrich

R. Thomas Goodrich

Managing Director

/s/ R. Thomas Goodrich  
R. Thomas Goodrich

/s/ John J. Cadeddu  
John J. Cadeddu

**Exhibit(s):**

Exhibit 99.1: Joint Filing Statement