

FireEye, Inc.
Form 4
August 05, 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 *
GARG GAURAV

(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)

08/01/2014

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)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|-----------------------------------|------------------|
| | | | | (A) or (D) | Amount or Price | | | | |
| Common Stock | 08/01/2014 | | A | V | 6,295 (1) | \$ 0 | 6,295 | D | |
| Common Stock | | | | | | | 656,003 | I | See footnote (2) |
| Common Stock | | | | | | | 418,452 | I | See footnote (3) |
| Common Stock | | | | | | | 228,134 | I | See footnote (4) |
| Common Stock | | | | | | | 228,133 | I | See footnote (5) |

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| | | | |
|--------------|--------|---|-------------------------|
| Common Stock | 17,064 | I | See footnote <u>(6)</u> |
| Common Stock | 17,064 | I | See footnote <u>(7)</u> |
| Common Stock | 17,163 | I | See footnote <u>(8)</u> |

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

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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 Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GARG GAURAV C/O FIREEYE, INC., 1440 MCCARTHY BLVD. MILPITAS, CA 95035 | X | | | |

Signatures

Jeannette Bjoernsen,
Attorney-in-Fact

08/05/2014

__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).

- Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest in full on the earlier of (i) the day prior to the Issuer's next annual meeting of stockholders held after the date of grant or (ii) the first anniversary of the date of grant, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- (1) Shares owned by the Gaurav Garg and Komal Shah Trust dated April 27, 2000, for which the Reporting Person serves as a trustee.
 - (2) Shares held of record by Hilltop Family Partnership, for which the Reporting Person serves as a general partner.
 - (3) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number One, for which the Reporting Person serves as a trustee.
 - (4) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number Two, for which the Reporting Person serves as a trustee.
 - (5) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Three, for which the Reporting Person serves as a trustee.
 - (6) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Four, for which the Reporting Person serves as a trustee.
 - (7) Shares held of record by Alameda Alpha, LLC, for which the Reporting Person serves as a general partner.

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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