

F5 NETWORKS INC  
Form 4  
February 02, 2016

**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 \*  
Rogers Scot Frazier

(Last) (First) (Middle)  
C/O F5 NETWORKS, INC., 401  
ELLIOTT AVE. WEST  
(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2016

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)  
EVP and General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 01/29/2016                           |  | A                              |   | 1,012<br>(1) \$ 0   | D  |                                   |
| Common Stock                    | 02/01/2016                           |  | M                              |   | 1,320<br>(2) \$ 0   | D  |                                   |
| Common Stock                    | 02/01/2016                           |  | S                              |   | 900 D \$ 93.4789<br>(3) 5,774   | D  |                                   |
| Common Stock                    | 02/01/2016                           |  | S                              |   | 126 D \$ 94.1463<br>(4) 5,648   | 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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(9-02)

**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) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
|  |  |                                      |  |                                |   | (6)  | (7)   |  |                            |      |
|  |  |                                      |  |                                |   | (8)  | (9)   |  |                            |      |
|  |  |                                      |  |                                |   | (10)   | (7)   |  |                            |      |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 02/01/2016                           |  | M                              | 254   | (6)  | (7)   | Common Stock                               | 254                        | \$ 0 |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 02/01/2016                           |  | M                              | 297   | (8)  | (7)   | Common Stock                               | 297                        | \$ 0 |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 02/01/2016                           |  | M                              | 205   | (9)  | (7)   | Common Stock                               | 205                        | \$ 0 |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 02/01/2016                           |  | M                              | 564   | (10)   | (7)   | Common Stock                               | 564                        | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Rogers Scot Frazier<br>C/O F5 NETWORKS, INC.<br>401 ELLIOTT AVE. WEST<br>SEATTLE, WA 98119 |               |           | EVP and General Counsel |       |

## Signatures

/s/ Scot F.  
Rogers

02/02/2016

\_\_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) Shares acquired based on performance targets for the November 3, 2014, May 1, 2015, and November 2, 2015 awards of Restricted Stock Units.
- (2) Shares acquired upon vesting of the May 1, 2014, November 3, 2014, May 1, 2015, and November 2, 2015 awards of service-based Restricted Stock Units.  

This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$92.95 to \$93.82. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (3) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$92.95 to \$93.82. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (4) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$94.1453 to \$94.15. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (6) The November 3, 2014 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2015.
- (7) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (8) Twenty five percent (25%) of the May 1, 2014 award of service-based Restricted Stock Units vested on May 1, 2015, and the remaining seventy five percent (75%) vest in twelve equal quarterly increments beginning August 1, 2015.
- (9) The May 1, 2015 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning August 1, 2015.
- (10) The November 2, 2015 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2016.

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.