

IMPERVA INC  
Form 4  
May 07, 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 \*  
Pimentel Albert A

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400  
BRIDGE PARKWAY, SUITE 200

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
IMPERVA INC [IMPV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2015

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/06/2015                           |  | M                              | (A)<br>or<br>(D)<br>3,120<br>(1) A \$ 0                           | 4,475   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 50,000  | I  | See Footnote (2)                  |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units                     | (3)  | 05/06/2015                           |  | M                              | 3,120   | (4) 06/05/2015(5)  | Common Stock  | 3,120                      |
| Stock Option (right to buy)                | \$ 45.35   | 05/06/2015                           |  | A                              | 3,075   | (6) 05/05/2025   | Common Stock  | 3,075                      |
| Restricted Stock Units                     | (3)  | 05/06/2015                           |  | A                              | 1,433   | (7) 06/05/2016(5)  | Common Stock  | 1,433                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Pimentel Albert A<br>C/O IMPERVA, INC.<br>3400 BRIDGE PARKWAY, SUITE 200<br>REDWOOD SHORES, CA 94065 | X             |           |         |       |

## Signatures

/s/ Tram Phi, 05/07/2015  
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).
- (1) Represents the number of shares that were acquired in connection with the settlement of the restricted stock units listed in Table II.
- (2) The shares are owned of record by the Pimentel Family Trust U/D/T dated April 24, 1991 for which Albert A. Pimentel and Laurie Jean Pimentel serve as trustees.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer upon vesting.
- (4)

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The restricted stock units vest as follows: 100% of the underlying shares vest one year following the vesting commencement date of May 6, 2014.

- (5) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.
- (6) This stock option vests as to 100% of the underlying shares 12 months following the vesting commencement date of May 6, 2015. This stock option is subject to accelerated vesting as to 100% of such shares following a change in control of the Issuer.
- (7) The restricted stock units vest as follows: 100% of the underlying shares vest one year following the vesting commencement date of May 6, 2015. The restricted stock units are subject to accelerated vesting as to 100% of such shares following a change in control of the Issuer.

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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