

Phi Tram T
Form 4
May 17, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Phi Tram T

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400
BRIDGE PARKWAY

(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)

05/15/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior VP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D) Price			
Common Stock	05/15/2018		M		681	A \$ 0	7,147	D	
Common Stock	05/15/2018		F ⁽¹⁾		236	D \$ 47.45	6,911	D	
Common Stock	05/15/2018		M		516	A \$ 0	7,427	D	
Common Stock	05/15/2018		F ⁽¹⁾		179	D \$ 47.45	7,248	D	
Common Stock	05/15/2018		M		543	A \$ 0	7,791	D	

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Common Stock	05/15/2018	<u>F</u> (1)	188	D	\$ 47.45	7,603	D	
Common Stock	05/15/2018	M	636	A	\$ 0	8,239	D	
Common Stock	05/15/2018	<u>F</u> (1)	220	D	\$ 47.45	8,019	D	
Common Stock	05/15/2018	M	875	A	\$ 0	8,894	D	
Common Stock	05/15/2018	<u>F</u> (1)	303	D	\$ 47.45	8,591	D	
Common Stock	05/15/2018	M	256	A	\$ 0	8,847	D	
Common Stock	05/15/2018	<u>F</u> (1)	89	D	\$ 47.45	9,370 ⁽²⁾	D	
Common Stock						24,689	I	See Footnote ⁽³⁾

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. Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	05/15/2018		M	681	<u>(5)</u> 01/31/2026 ⁽⁶⁾	Common Stock	681
Restricted Stock Units	<u>(4)</u>	05/15/2018		M	516	<u>(7)</u> 01/31/2026 ⁽⁶⁾	Common Stock	516

Restricted Stock Units	(4)	05/15/2018	M	543	(8)	02/05/2027 ⁽⁶⁾	Common Stock	543
Restricted Stock Units	(4)	05/15/2018	M	636	(9)	02/05/2027 ⁽⁶⁾	Common Stock	636
Restricted Stock Units	(4)	05/15/2018	M	875	(10)	04/24/2027 ⁽⁶⁾	Common Stock	875
Restricted Stock Units	(4)	05/15/2018	M	256	(11)	04/24/2027 ⁽⁶⁾	Common Stock	256

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phi Tram T C/O IMPERVA, INC. 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			Senior VP & General Counsel	

Signatures

/s/ Shulamite White,
Attorney-in-Fact

05/17/2018

__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) Exempt transaction pursuant to Rule 16b-3(e). The shares were automatically withheld by the Issuer in accordance with the agreement governing the RSUs to satisfy tax withholding obligations of the Reporting Person resulting from the vesting and settlement of the RSUs. The shares were withheld and cancelled by the Issuer and no shares were sold by the Reporting Person.
- (2) Includes 612 shares of common stock acquired by the reporting person on May 15, 2018 under the Imperva, Inc. 2011 Employee Stock Purchase Plan.
- (3) The shares are held by the Mendez Trust Agreement, dated October 26, 2010, for which the Reporting Person is a co-settlor and co-trustee.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer upon vesting.
- (5) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2016, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (6) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.
- (7) The restricted stock units vest as follows: 12.5% of the underlying shares vest on February 15, 2017, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the issuer.

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- (8) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2017, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (9) The restricted stock units vest as follows: 12.5% of the underlying shares vest on February 15, 2018, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the issuer.
- (10) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of May 15, 2017, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (11) The restricted stock units vest as follows: 12.5% of the underlying shares vest on May 15, 2018, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances 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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