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KRAMER SHLOMO

Form 3

November 08, 2011

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

200

KRAMER SHLOMO

(Last)

(City)

(First)

C/O IMPERVA, INC., Â 3400

BRIDGE PARKWAY, SUITE

(Street)

(State)

(Middle)

Statement

(Month/Day/Year)

11/08/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

IMPERVA INC [IMPV]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X Director _X_ 10% Owner _X_ Officer Other

(give title below) (specify below) President and CEO

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

REDWOOD SHORES, CAÂ 94065

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities Beneficially Owned (Instr. 4)

(Zip)

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Â Common Stock $1,215,205 \stackrel{(1)}{=}$ D

Common Stock 1,410,543 Ι See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion

Ownership

6. Nature of Indirect Beneficial Ownership

or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	333,333	\$ <u>(4)</u>	I	See footnote (2)
Series B Convertible Preferred Stock	(5)	(5)	Common Stock	204,333	\$ <u>(4)</u>	I	See footnote (2)
Series C Convertible Preferred Stock	(6)	(6)	Common Stock	272,515	\$ <u>(4)</u>	I	See footnote (2)
Series D Convertible Preferred Stock	(7)	(7)	Common Stock	87,464	\$ <u>(4)</u>	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director 10% Owner Officer	Other			

KRAMER SHLOMO C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CAÂ 94065

X Â X Â President and CEO Â

Signatures

/s/ Tram Phi, by power of attorney

11/08/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Certain of the shares are subject to a right of repurchase held by the Issuer, which will lapse according to the following schedule: the right of repurchase shall lapse with respect to 234,578 shares on July 31, 2012; the right of repurchase shall lapse with respect to 210,954
- (1) shares on September 30, 2015; and the right of repurchase shall lapse as to 25% of 632,865 shares on May 1, 2011, with the remainder lapsing in 12 equal quarterly installments thereafter. The right of repurchase shall lapse in the event of a change in control of the Issuer and/or a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- The shares are owned of record by HAPRI LIMITED, an investment holding company. The Reporting Person is one of two directors of (2) HAPRI LIMITED. All of HAPRI LIMITED's shares are ultimately controlled by a trust of which the Reporting Person is the sole grantor and sole beneficiary during his life.
- (3) The Series A Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
- (4) Not applicable.
- (5) The Series B Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
- The Series C Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

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(7) The Series D Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

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.