

KRAMER SHLOMO  
Form 4  
November 15, 2011

**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 \*  
**KRAMER SHLOMO**

(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)  
**11/15/2011**

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)  
**President and CEO**

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	11/15/2011		C		333,333	A	(2) 1,813,455	I	See footnote (6)
Common Stock	11/15/2011		C		204,333	A	(3) 2,017,788	I	See footnote (6)
Common Stock	11/15/2011		C		272,515	A	(4) 2,290,303	I	See footnote (6)
Common Stock	11/15/2011		C		87,464	A	(5) 2,377,767	I	See footnote

(6)

Common  
Stock

1,215,205 (7) D

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	11/15/2011		C	333,333		(2)	(8)	Common Stock	333,333
Series B Convertible Preferred Stock	(1)	11/15/2011		C	204,333		(3)	(8)	Common Stock	204,333
Series C Convertible Preferred Stock	(1)	11/15/2011		C	272,515		(4)	(8)	Common Stock	272,515
Series D Convertible Preferred Stock	(1)	11/15/2011		C	87,464		(5)	(8)	Common Stock	87,464

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER SHLOMO C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200	X	X	President and CEO	

REDWOOD SHORES, CA 94065

## Signatures

/s/ Tram Phi, by power of  
attorney

11/15/2011

\_\_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) Not applicable.
- (2) Each share of Series A Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.
- (3) Each share of Series B Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.
- (4) Each share of Series C Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.
- (5) Each share of Series D Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.

- (6) The shares are owned of record by HAPRI LIMITED, an investment holding company. The Reporting Person is one of two directors of 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.

- 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 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.

- (8) The Shares of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock have 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.

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