

FireEye, Inc.
Form 4
August 05, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAQUE PROMOD

(Last) (First) (Middle)

**525 UNIVERSITY AVENUE,
SUITE 800**

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FireEye, Inc. [FEYE]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2014

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 Indirect Beneficial Ownership (Instr. 4)
Comon Stock	08/01/2014		A	6,310 (1)	\$ 0 6,310	D	
Common Stock					2,774,715	I	By Limited Partnership (2)
Common Stock					16,060,937	I	By Limited Partnership (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

**required to respond unless the form
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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)	9. Number of Derivative Securities Beneficially Owned Following the Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAQUE PROMOD
525 UNIVERSITY AVENUE, SUITE 800
PALO ALTO, CA 94301

X X

Signatures

/s/ Promod

08/05/2014

Haque

**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).

Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest in full on the earlier of (i) the day prior to the Issuer's next annual meeting of stockholders held after the date of grant or (ii) the first anniversary of the date of grant, in each case subject to the Reporting Person's continued service through the applicable vesting date.

(2) The securities shown on Line 2 represent securities held of record by Norwest Venture Partners VIII, LP ("NVP VIII"). By virtue of his position as co-Chief Executive Officer of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Promod Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

(3) The securities shown on Line 3 represent securities held of record by Norwest Venture Partners IX, LP ("NVP IX"). By virtue of his position as co-Chief Executive Officer of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP IX, Promod Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

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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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