

IMPERVA INC
Form SC 13G/A
February 21, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 3)

Under the Securities Exchange Act of 1934

Imperva, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

45321L100

(CUSIP Number)

February 19, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 45321L100

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1 NAME OF REPORTING PERSON

Shlomo Kramer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

5 SOLE VOTING POWER

NUMBER OF

SHARES **1,219,521 shares** ⁽¹⁾
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,530,436 shares** ^{(1) (2)}
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **1,219,521 shares** ⁽¹⁾
8 SHARED DISPOSITIVE POWER

WITH

2,530,436 shares ^{(1) (2)}
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,749,957 shares ⁽¹⁾ ⁽²⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8% *

12 TYPE OF REPORTING PERSON (See Instructions)

IN

- (1) Represents 1,219,521 shares held by Mr. Kramer, the President, Chief Executive Officer and a director of the Issuer, and 2,530,436 shares held by HAPRI LIMITED. HAPRI LIMITED is an investment holding company. Mr. Kramer is one of two directors of HAPRI LIMITED. All of HAPRI LIMITED's shares are ultimately controlled by a trust of which Mr. Kramer is the sole grantor and sole beneficiary during his life.
- (2) The purpose of this amendment is to correct the number of shares held by HAPRI LIMITED following the exchange of shares of SkyFence Networks, Ltd., a company incorporated under the laws of the State of Israel (SkyFence), pursuant to the Share Exchange Agreement dated February 6, 2014, as amended as of February 19, 2014, by and among the Issuer, SkyFence and the sellers listed therein, including HAPRI LIMITED.
- * Based on 25,267,054 shares of common stock outstanding as of February 5, 2014, as reported by the Issuer to the Reporting Person.

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1 NAME OF REPORTING PERSON

HAPRI LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

(See Row 6 and related footnote)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,530,436 shares ⁽¹⁾ ⁽²⁾

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

(See Row 8 and related footnote)

8 SHARED DISPOSITIVE POWER

WITH

2,530,436 shares ⁽¹⁾ ⁽²⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,530,436 shares ⁽¹⁾ ⁽²⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.0% *

12 TYPE OF REPORTING PERSON (See Instructions)

FI

- (1) HAPRI LIMITED is an investment holding company. Mr. Kramer is one of two directors of HAPRI LIMITED. All of HAPRI LIMITED's shares are ultimately controlled by a trust of which Mr. Kramer is the sole grantor and sole beneficiary during his life.
- (2) The purpose of this amendment is to correct the number of shares held by HAPRI LIMITED following the exchange of shares of SkyFence Networks, Ltd., a company incorporated under the laws of the State of Israel (SkyFence), pursuant to the Share Exchange Agreement dated February 6, 2014, as amended as of February 19, 2014, by and among the Issuer, SkyFence and the sellers listed therein, including HAPRI LIMITED.
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Item 1.

(a) Name of Issuer:

Imperva, Inc. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

3400 Bridge Parkway, Suite 200

Redwood Shores, CA 94065

Item 2.

(a) Name of Person Filing:

This Statement is filed by the following entities (each referred to as a Reporting Person):

Shlomo Kramer

HAPRI LIMITED

(b) Address of Principal Business Office:

c/o Imperva, Inc.

3400 Bridge Parkway, Suite 200

Redwood Shores, CA 94065

Tropic Isle Building

P.O. Box 3331

Road Town, Tortola

British Virgin Islands

(c) Citizenship:

Shlomo Kramer is a citizen of Israel

HAPRI LIMITED is organized under the laws of the British Virgin Islands

(d) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(e) CUSIP Number:

45321L100

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable

- (a) " Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The following information with respect to the ownership of the Common Stock of the Issuer by the Reporting Person is provided as of December 31, 2013: **Incorporated by reference to items (5)-(11) of cover sheets hereto.**

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:

(ii) Shared power to vote or to direct the vote:

(iii) Sole power to dispose or to direct the disposition of:

(iv) Shared power to dispose or to direct the disposition of:

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certifications.

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 21, 2014

/s/ Shlomo Kramer
Name: Shlomo Kramer

Dated: February 21, 2014

HAPRI LIMITED

By: /s/ Shlomo Kramer
Name: Shlomo Kramer
Title: Director