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GOUW RANZETTA THERESIA

Form 4

November 09, 2011

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

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GOUW RANZETTA THERESIA**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

11/09/2011

(Last)

(City)

(Middle)

(Zip)

IMPERVA INC [IMPV]

(Check all applicable)

C/O ACCEL PARTNERS, 428

(First)

(Street)

(State)

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

X_ Director Officer (give title

10% Owner Other (specify

UNIVERSITY AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

--i---d Dismosad of an Dansfisially O

below)

PALO ALTO, CA 94301

(City)	(State) (Table Table	e I - Non-D	erivative Se	curiti	es Acqı	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4 a	osed c	of (D)	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)
Common Stock	11/09/2011		P	230,141	A		230,141	I	See footnote (1)
Common Stock	11/09/2011		P	45,208	A	\$ 18	45,208	I	See footnote (2)
Common Stock	11/09/2011		P	19,932	A	\$ 18	19,932	I	See footnote (3)

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable I	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GOUW RANZETTA THERESIA C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	X					

Signatures

/s/ Tram Phi, by power of attorney

11/09/2011

**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).
- The securities are held by Accel VIII L.P. Accel VIII Associates L.L.C. ("A8A") is the General Partner of Accel VIII L.P. and has the sole voting and investment power with respect to the shares. The Reporting Person is one of the managing members of A8A and shares voting and investment powers. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of her pecuniary interest therein.
- The securities are held by Accel Internet Fund IV L.P. A8A is the General Partner of Accel Internet Fund IV L.P. and has the sole voting and investment power with respect to those entities. The Reporting Person is one of the managing members of A8A and shares voting and investment powers. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of her pecuniary interest therein.

(3)

Reporting Owners 2

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The securities are held by Accel Investors 2002 L.L.C. ("AI2002"). The Reporting Person is one of the Managing Members of AI2002 and shares voting and investment powers. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of her pecuniary interest therein.

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.