

BREYER JAMES  
Form 4  
November 15, 2011

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
ACCEL VIII LP

(Last) (First) (Middle)

ACCEL PARTNERS, 428  
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 or Price		
Common Stock	11/15/2011		C		1,558,800 (7)	A (2)	1,788,941 D
Common Stock	11/15/2011		C		907,091 (7)	A (4)	2,696,032 D
Common Stock	11/15/2011		C		213,884 (7)	A (5)	2,909,916 D
Common Stock	11/15/2011		C		289,298 (7)	A (6)	3,199,214 D
Common Stock	11/15/2011		C		306,200	A (2)	351,408 I

See footnote (8)

Edgar Filing: BREYER JAMES - Form 4

Common Stock	11/15/2011		C	178,183	A	(4)	529,591	I	See footnote (8)
Common Stock	11/15/2011		C	42,014	A	(5)	571,605	I	See footnote (8)
Common Stock	11/15/2011		C	56,827	A	(6)	628,432	I	See footnote (8)
Common Stock	11/15/2011		C	135,000	A	(2)	154,932	I	See footnote (9)
Common Stock	11/15/2011		C	78,559	A	(4)	233,491	I	See footnote (9)
Common Stock	11/15/2011		C	18,523	A	(5)	252,014	I	See footnote (9)
Common Stock	11/15/2011		C	25,054	A	(6)	277,068	I	See footnote (9)

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 required to respond unless the form displays a currently valid OMB control number.**

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	11/15/2011		C	1,558,800	(2)	(3)	Common Stock	1,558, (7)
Series B Convertible Preferred	(1)	11/15/2011		C	907,091	(4)	(3)	Common Stock	907,0 (7)

Edgar Filing: BREYER JAMES - Form 4

Stock									
Series C Convertible Preferred Stock	(1)	11/15/2011	C	213,884	(5)	(3)	Common Stock	213,884	(7)
Series D Convertible Preferred Stock	(1)	11/15/2011	C	289,298	(6)	(3)	Common Stock	289,298	(7)
Series A Convertible Preferred Stock	(1)	11/15/2011	C	306,200	(2)	(3)	Common Stock	306,200	
Series B Convertible Preferred Stock	(1)	11/15/2011	C	178,183	(4)	(3)	Common Stock	178,183	
Series C Convertible Preferred Stock	(1)	11/15/2011	C	42,014	(5)	(3)	Common Stock	42,014	
Series D Convertible Preferred Stock	(1)	11/15/2011	C	56,827	(6)	(3)	Common Stock	56,827	
Series A Convertible Preferred Stock	(1)	11/15/2011	C	135,000	(2)	(3)	Common Stock	135,000	
Series B Convertible Preferred Stock	(1)	11/15/2011	C	78,559	(4)	(3)	Common Stock	78,559	
Series C Convertible Preferred Stock	(1)	11/15/2011	C	18,523	(5)	(3)	Common Stock	18,523	
Series D Convertible Preferred Stock	(1)	11/15/2011	C	25,054	(6)	(3)	Common Stock	25,054	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: BREYER JAMES - Form 4

Director 10% Owner Officer Other

ACCEL VIII LP ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X
ACCEL INTERNET FUND IV LP ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 97301	X
ACCEL INVESTORS 2002 LLC ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X
BREYER JAMES C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X
ACCEL VIII ASSOCIATES LLC C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X
PATTERSON ARTHUR C C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X
SWARTZ JAMES R C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X

## Signatures

/s/ Tracy L. Sedlock, attorney in fact to Reporting  
Person

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) The 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.
- (4) 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.
- (5)

## Edgar Filing: BREYER JAMES - Form 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.

- (6) 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.

- (7) 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. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.

- (8) 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. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its pecuniary interest therein.

- (9) The securities are held by Accel Investors 2002 L.L.C. ("AI2002"). James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, a director of the Issuer, and James R. Swartz are the Managing Members of and share voting and investment powers in such entities. Each Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of its 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.