

IMPERVA INC

Form 4

November 12, 2015

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

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(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)
11/09/2015

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)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock								1,259,521	D
Common Stock	11/09/2015		S ⁽¹⁾		4,650	D	\$ 71.77 ⁽²⁾	2,325,786	I
Common Stock	11/09/2015		S ⁽¹⁾		16,854	D	\$ 72.9 ⁽⁴⁾	2,308,932	I
Common Stock	11/09/2015		S ⁽¹⁾		3,496	D	\$ 73.51 ⁽⁵⁾	2,305,436	I

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Common Stock	11/10/2015	S ⁽¹⁾	9,755	D	\$ 71.39 (6)	2,295,681	I	See footnote (3)
Common Stock	11/10/2015	S ⁽¹⁾	9,995	D	\$ 72.53 (7)	2,285,686	I	See footnote (3)
Common Stock	11/10/2015	S ⁽¹⁾	5,250	D	\$ 73.13 (8)	2,280,436	I	See footnote (3)
Common Stock	11/11/2015	S ⁽¹⁾	18,156	D	\$ 70.56 (9)	2,262,280	I	See footnote (3)
Common Stock	11/11/2015	S ⁽¹⁾	5,724	D	\$ 71.28 (10)	2,256,556	I	See footnote (3)
Common Stock	11/11/2015	S ⁽¹⁾	1,120	D	\$ 72.3 (11)	2,255,436	I	See footnote (3)
Common Stock	11/12/2015	S ⁽¹⁾	17,100	D	\$ 70.59 (12)	2,238,336	I	See footnote (3)
Common Stock	11/12/2015	S ⁽¹⁾	7,900	D	\$ 71.27 (13)	2,230,436	I	See footnote (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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER SHLOMO C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065			X	

Signatures

/s/ Tram Phi,
Attorney-in-Fact

11/12/2015

**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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$71.3107 to \$72.3090. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) 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.

(4) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$72.32 to \$73.2694. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(5) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$73.32 to \$73.75. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(6) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$70.98 to \$71.96. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(7) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$71.983 to \$72.98. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(8) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$72.9961 to \$73.33. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(9) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$70.01 to \$71.00. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate

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price within the range.

- (10) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$71.01 to \$71.99. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (11) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$72.04 to \$72.73. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (12) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$70.01 to \$70.98. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (13) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$71.04 to \$71.44. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

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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