

IMPERVA INC
Form 4
December 14, 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)
12/11/2015

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 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	12/11/2015		M		27,500	A	\$ 34.55	1,287,021	D
Common Stock	12/11/2015		M		17,500	A	\$ 54.66	1,304,521	D
Common Stock								2,230,436	I

See
footnote
(1)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.55	12/11/2015		M		27,500		<u>(2)</u>	02/04/2023	Common Stock	27,500
Employee Stock Option (right to buy)	\$ 54.66	12/11/2015		M		17,500		<u>(4)</u>	02/03/2024	Common Stock	17,500

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

12/14/2015

 **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).

The shares are owned of record by HAPRI LIMITED, an investment holding company. The Reporting Person is one of two directors of
(1) 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.

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(2) This Stock Option vested as to 25% of the underlying shares on January 1, 2014 with the remainder to vest in equal quarterly installments through January 1, 2017. The Stock Option ceased vesting on October 27, 2015, upon the Reporting Person's resignation from service. The unvested portion of the Stock Option was cancelled in accordance with the terms of the Stock Option.

(3) See footnote #2.

(4) This Stock Option vested as to 25% of the underlying shares on January 1, 2015 with the remainder to vest in equal quarterly installments through January 1, 2018. The Stock Option ceased vesting on October 27, 2015, upon the Reporting Person's resignation from service. The unvested portion of the Stock Option was cancelled in accordance with the terms of the Stock Option.

(5) See footnote #4.

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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