

NAGDEV SUNIL D
Form 4
February 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
NAGDEV SUNIL D

(Last) (First) (Middle)
C/O IMPERVA, INC., 3400
BRIDGE PARKWAY
(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)
02/06/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Customer Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/06/2018	A	7,307					(2)	02/05/2027(3)	Common Stock	7,307
Restricted Stock Units	(1)	02/06/2018	A	4,092					(4)	04/24/2027(3)	Common Stock	4,092

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGDEV SUNIL D C/O IMPERVA, INC. 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			Chief Customer Officer	

Signatures

/s/ Shulamite White,
Attorney-in-Fact

02/08/2018

**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) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer upon vesting.
On February 6, 2017, the compensation committee of the board of directors granted performance-based restricted stock units subject to the Issuer's achievement of performance conditions for the year ended December 31, 2017. On February 6, 2018, the compensation committee determined that the performance conditions had been achieved at 58.46% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on February 15, 2018, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (2) On February 6, 2017, the compensation committee of the board of directors granted performance-based restricted stock units subject to the Issuer's achievement of performance conditions for the year ended December 31, 2017. On February 6, 2018, the compensation committee determined that the performance conditions had been achieved at 58.46% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on February 15, 2018, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (3) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.
On April 25, 2017, the compensation committee of the board of directors granted performance-based restricted stock units subject to the Issuer's achievement of performance conditions for the year ended December 31, 2017. On February 6, 2018, the compensation committee determined that the performance conditions had been achieved at 58.46% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on May 15, 2018, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (4) On April 25, 2017, the compensation committee of the board of directors granted performance-based restricted stock units subject to the Issuer's achievement of performance conditions for the year ended December 31, 2017. On February 6, 2018, the compensation committee determined that the performance conditions had been achieved at 58.46% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on May 15, 2018, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

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