

Phi Tram T
Form 4
January 11, 2019

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 *
Phi Tram T

(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)
01/09/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Legal Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/09/2019		M		11,800 A \$ 0	D	
Common Stock	01/10/2019		M		2,237 A \$ 54.66	D	
Common Stock	01/10/2019		M		31,160 A \$ 10.7	D	
Common Stock	01/10/2019		M		3,831 A \$ 34.55	D	
Common Stock	01/10/2019		D		86,812 D 0	D	

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

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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/09/2019		A		11,800		(3)(4)	02/13/2028	Common Stock	11,800
Restricted Stock Units	(2)	01/09/2019		M		11,800		(3)(4)	02/13/2028	Common Stock	11,800
Restricted Stock Units	(2)	01/10/2019		D		3,407		(4)(5)	01/31/2026	Common Stock	3,407
Restricted Stock Units	(2)	01/10/2019		D		4,894		(4)(6)	02/05/2027	Common Stock	4,894
Restricted Stock Units	(2)	01/10/2019		D		2,543		(4)(7)	02/05/2027	Common Stock	2,543
Restricted Stock Units	(2)	01/10/2019		D		2,187		(4)(8)	04/24/2027	Common Stock	2,187
Restricted Stock Units	(2)	01/10/2019		D		1,278		(4)(9)	04/24/2027	Common Stock	1,278
Restricted Stock Units	(2)	01/10/2019		D		10,000		(4)(10)	02/13/2028	Common Stock	10,000
Restricted Stock Units	(2)	01/10/2019		D		5,829		(4)(11)	08/02/2028	Common Stock	5,829
	\$ 54.66	01/10/2019		M		2,237		(12)	02/03/2024		2,237

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 10.7	01/10/2019	M	31,160	<u>(12)</u>	08/24/2021		Common Stock	31,
Employee Stock Option (right to buy)	\$ 34.55	01/10/2019	M	3,831	<u>(12)</u>	02/04/2023		Common Stock	3,8
Employee Stock Option (right to buy)	\$ 54.66	01/10/2019	D	13,763	<u>(13)</u>	02/03/2024		Common Stock	13,
Employee Stock Option (right to buy)	\$ 10.7	01/10/2019	D	27,810	<u>(14)</u>	08/24/2021		Common Stock	27,
Employee Stock Option (right to buy)	\$ 34.55	01/10/2019	D	11,169	<u>(15)</u>	02/04/2023		Common Stock	11,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phi Tram T C/O IMPERVA, INC. 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			Chief Legal Officer	

Signatures

/s/ Shulamite White,
Attorney-in-Fact

01/11/2019

__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).
- Pursuant to the Agreement and Plan of Merger between the Issuer, Imperial Purchaser, LLC and Imperial Merger Sub, Inc. dated October 10, 2018 (the "Merger Agreement"), the shares of common stock were cancelled and converted into the right to receive \$55.75 in cash per share as provided by the terms of the Merger Agreement.
- (1) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer upon vesting.
- On February 14, 2018, 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, 2018. On January 9, 2019, the Compensation Committee determined that the performance conditions had been achieved at 118% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on February 15, 2019, 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 under certain circumstances, including a termination following a change in control of the Issuer.
- (3) Pursuant to the Merger Agreement, the unvested RSUs were cancelled and converted into the right to receive \$55.75 in cash per unvested RSU, payable following satisfaction of the underlying vesting conditions of such unvested RSU (including all vesting schedules and acceleration provisions as in effect on the date of the Merger Agreement or as otherwise provided by the terms of the Merger Agreement).
- (4) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2016, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.
- (5) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2017, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.
- (6) The restricted stock units vest as follows: 12.5% of the underlying shares vest on February 15, 2018, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.
- (7) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of May 15, 2017, with the remainder vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.
- (8) The restricted stock units vest as follows: 12.5% of the underlying shares vest on May 15, 2018, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.
- (9) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2018, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including termination following a change in control of the Issuer.
- (10) The restricted stock units vest as follows: 100% of the underlying shares vest one year following the vesting commencement date of August 15, 2018. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.
- (11) Shares subject to the option are fully vested.
- (12) Shares subject to the option are fully vested. Pursuant to the Merger Agreement, the option was cancelled and converted into the right to receive a cash payment of \$15,001.67, which represents the difference between \$55.75 and the exercise price of the option per share multiplied by the number of shares subject to the option.
- (13) Shares subject to the option are fully vested. Pursuant to the Merger Agreement, the option was cancelled and converted into the right to receive a cash payment of \$1,252,840.50, which represents the difference between \$55.75 and the exercise price of the option per share multiplied by the number of shares subject to the option.
- (14) Shares subject to the option are fully vested. Pursuant to the Merger Agreement, the option was cancelled and converted into the right to receive a cash payment of \$236,782.80, which represents the difference between \$55.75 and the exercise price of the option per share multiplied by the the number of shares subject to the option.
- (15)

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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.