

TOLONEN JAMES R
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 *
TOLONEN JAMES R

(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)
01/10/2019

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)

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 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	(A) or (D)	Price
Common Stock	01/10/2019		D		18,736	D	0
Common Stock	01/10/2019		D		5,000	D	0

See Footnote (2)

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

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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)	8. Amount or Number of Shares
Restricted Stock Units	(3)	01/10/2019		D	4,081	(4) 05/23/2019	Common Stock	4,081
Stock Option (right to buy)	\$ 26.4	01/10/2019		D	8,502	(5) 07/24/2022	Common Stock	8,502
Stock Option (right to buy)	\$ 45.35	01/10/2019		D	3,075	(6) 05/05/2025	Common Stock	3,075
Stock Option (right to buy)	\$ 36.9	01/10/2019		D	3,016	(7) 06/04/2023	Common Stock	3,016
Stock Option (right to buy)	\$ 20.83	01/10/2019		D	6,675	(8) 05/05/2024	Common Stock	6,675

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOLONEN JAMES R C/O IMPERVA, INC., 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065	X			

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).

(1) 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, payable as provided by the terms of the Merger Agreement.

(2) The shares are owned of record by James R. Tolonen & Ginger Tolonen, trustees for the benefit of the Tolonen Family Trust dated September 26, 1996.

(3) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer upon vesting.

(4) Pursuant to the Issuer's 2011 Stock Option and Incentive Plan and the Merger Agreement, the RSUs vested in full immediately prior to the closing of the merger, and were cancelled and converted into the right to receive \$55.75 in cash per RSU.

(5) 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 \$249,533.70, 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.

(6) 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 \$31,980.00, 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.

(7) 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 \$56,851.60, 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.

(8) 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 \$233,091.00, 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.

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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