## Edgar Filing: IMPERVA INC - Form 4

IMPERVA I Form 4	INC									
November 0	07, 2012									
FORM	14		DIFIED						PPROVAL	
	UNITED		SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549					OMB Number:	3235-0287	
Check th if no lon subject to Section 1 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons tinue.	rsuant to Section (a) of the Public	<b>SECUI</b> 16(a) of th Utility Hol	GES IN BENEFICIAL OWNERSHIP OF SECURITIES (a) of the Securities Exchange Act of 1934, lity Holding Company Act of 1935 or Section estment Company Act of 1940					Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type	Responses)									
KRAUSZ STEVEN M Syml							5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (A	Middle) 3. Date	of Earliest T	ransaction			(Check	all applicable	:)	
2735 SANI	O HILL ROAD	(Month 11/05	/Day/Year) /2012			_	_X_ Director Officer (give t pelow)		Owner er (specify	
	(Street)		nendment, D Ionth/Day/Yea	-		1	5. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Pe	rson	
MENLO PA	ARK, CA 94025					Ī	Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Sec	urities	s Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code ) (Instr. 8)	omr Disposed o (Instr. 3, 4 an	of (D) ad 5) (A) or		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)	
Common Stock	11/05/2012		Code V $J_{(1)}$	Amount 1,000,000	(D) D	Price ( <u>1</u> )	478,200	I	Directly owned by USVP VIII (3)	
Common Stock	11/05/2012		J <u>(1)</u>	9,653	D	<u>(1)</u>	3,159	I	Directly owned by AFF VIII	
Common Stock	11/05/2012		J <u>(1)</u>	251,930	А	<u>(1)</u>	251,930	Ι	Directly owned by PMG VIII	
	11/05/2012		J(2)	251,930	D	<u>(2)</u>	0	Ι		

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			0 0										
Common Stock									owi	rectly ned by IG VIII			
Common Stock	11/05/20	)12	J <u>(2)</u>	29,252	А	<u>(2)</u>	29,252	2 D					
Reminder: R	leport on a sep	Fricially 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.											
	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)	ve Conversion (Month/Day/Year) E or Exercise a		3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expir (Mor ve s l			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5		
				Code V	(A) (D)		e rcisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	\$ 27.86						<u>(4)</u>	06/06/2022	Common Stock	8,399			
Repo	rting O	wners											
Reporting Owner Name / Address Director 10% Owner Officer Other													
	Z STEVEN N ND HILL RO												

MENLO PARK, CA 94025

## **Signatures**

Michael P. Maher - Attorney in Fact for the reporting 11/07/2012 person

<u>\*\*</u>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) Prorata distribution in kind from partnership without consideration to its general and limited partners.
- (2) Distribution in kind to the members and managing members of PMG VIII

Steven M. Krausz is a managing member of Presidio Management Group VIII, LLC ("PMG VIII"). PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Irwin Federman, Winston S. Fu, David E. Liddle,

- (3) VIII-D, E.F. (EF VIII-B), and USVF VIII Affinites Fund, E.F. (AFF VIII), and Hwin Federman, whiston S. Fu, David E. Elddie,
   Paul A Matteucci, Jonathan D. Root, Christopher J. Rust, Casey M. Tansey, and Philip M. Young may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.
- (4) This stock option vests as to 100% of the underlying shares 12 months following the vesting commencement date of June 7, 2012. This stock option is subject to accelerated vesting as to 100% of such shares following a change in control of the Issuer.

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.