

Rogers Scot Frazier
Form 4
November 03, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rogers Scot Frazier

(Last) (First) (Middle)

C/O F5 NETWORKS, INC., 401
ELLIOTT AVE. WEST

(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2017

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)

EVP and General Counsel

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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 11/01/2017 | | M | Amount (1) 1,823 | A \$ 0 | 7,449 | D |
| Common Stock | 11/01/2017 | | S | 1,188 | D \$ (2) 120.7428 | 6,261 | D |
| Common Stock | 11/01/2017 | | S | 1,100 | D \$ 121.4 (3) | 5,161 | D |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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) | 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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V | (A) | (D) | Amount or Number of Shares |
| Restricted Stock Unit <u>(4)</u> | \$ 0 | 11/01/2017 | | M | | 297 | <u>(5)</u> <u>(6)</u> | Common Stock 297 |
| Restricted Stock Unit <u>(4)</u> | \$ 0 | 11/01/2017 | | M | | 254 | <u>(7)</u> <u>(6)</u> | Common Stock 254 |
| Restricted Stock Unit <u>(4)</u> | \$ 0 | 11/01/2017 | | M | | 205 | <u>(8)</u> <u>(6)</u> | Common Stock 205 |
| Restricted Stock Unit <u>(4)</u> | \$ 0 | 11/01/2017 | | M | | 565 | <u>(9)</u> <u>(6)</u> | Common Stock 565 |
| Restricted Stock Unit <u>(4)</u> <u>(10)</u> | \$ 0 | 11/01/2017 | | A | | 8,707 | <u>(11)</u> <u>(6)</u> | Common Stock 8,707 |
| Restricted Stock Unit <u>(4)</u> | \$ 0 | 11/01/2017 | | M | | 502 | <u>(12)</u> <u>(6)</u> | Common Stock 502 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Rogers Scot Frazier C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119 | EVP and General Counsel |

Signatures

/s/ Greg Davis by Power of
Attorney

11/03/2017

__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) Shares acquired upon vesting of the May 1, 2014, November 3, 2014, May 1, 2015, November 2, 2015, and November 1, 2016 awards of service-based Restricted Stock Units.

This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$120.08 to \$121.03. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (2) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$121.09 to \$121.80. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (5) This May 1, 2014 award of service-based Restricted Stock Units vests twenty five percent (25%) on May 1, 2015, and the remaining seventy five percent (75%) vests in twelve equal quarterly increments beginning August 1, 2015.
- (6) If the reporting person continues to provide services to the Company through the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (7) This November 3, 2014 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2015.
- (8) This May 1, 2015 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning August 1, 2015.
- (9) This November 2, 2015 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2016.

Concurrent with the award of 8,707 service-based Restricted Stock Units, the Company granted the reporting person additional Restricted Stock Units that vest based on performance targets ("Performance RSUs"). If the performance targets are achieved at 100%, the reporting person will receive 8,707 Performance RSUs over the vesting period; the actual number of Performance RSUs received may be more or less depending on whether and to the extent that performance is greater than or less than targets. The Performance RSUs vests over a four-year period in four equal annual installments. Performance RSUs are not reported in Table II; the underlying shares of Performance RSUs will be reported in Table I if and when the Compensation Committee of the Board of Directors determines that the performance targets have been achieved.
- (10) This November 1, 2017 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2018.
- (12) This November 1, 2016 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2017.

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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