

FireEye, Inc.
Form 4
March 14, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GARG GAURAV

(Last) (First) (Middle)

**C/O FIREEYE, INC., 1440
MCCARTHY BOULEVARD**

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FireEye, Inc. [FEYE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2014

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/12/2014		S	69,941 D \$ 79.54	656,003	I	See footnote (1)
Common Stock	03/12/2014		S	92,855 D \$ 79.54	414,660	I	See footnote (2)
Common Stock	03/12/2014		S	1,831 D \$ 79.54	17,163	I	See footnote (3)
Common Stock					228,134	I	See footnote

Common Stock	228,133	I	(4) See footnote (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GARG GAURAV
C/O FIREEYE, INC.
1440 MCCARTHY BOULEVARD
MILPITAS, CA 95035

X

Signatures

Jeannette Bjoernsen, as
Attorney-in-fact

03/14/2014

**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 held of record by the Gaurav Garg and Komal Shah Trust dated April 27, 2000, for which the Reporting Person serves as a trustee

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- (2) Shares held of record by Hilltop Family Partnership, for which the Reporting Person serves as a general partner.
- (3) Shares held of record by Alameda Alpha, LLC, for which the Reporting Person serves as a general partner.
- (4) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number One, for which the Reporting Person serves as a trustee.
- (5) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number Two, for which the Reporting Person serves as a trustee.

Remarks:

The Reporting Person sold shares to the underwriters in connection with the closing of the Issuer's follow-on public offering. T

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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