

FireEye, Inc.
Form 4
August 29, 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

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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 *
HAQUE PROMOD

(Last) (First) (Middle)

525 UNIVERSITY AVENUE,
SUITE 800

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/28/2014 | | J | | 482,248 | D | \$ 0 (1) |
| Common Stock | | | | | | | 175,073 (2) |
| Common Stock | | | | | | | 174,828 (2) |
| Common Stock | 08/28/2014 | | J | | 2,791,135 | D | \$ 0 (3) |
| Common Stock | | | | | | | 1,146,022 (4) |
| Common Stock | | | | | | | 958,929 (4) |
| Common Stock | | | | | | | 6,310 (5) |

By
Partnership
(2)

By
Partnerships
and Trust (4)

Common
Stock

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 Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAQUE PROMOD 525 UNIVERSITY AVENUE, SUITE 800 PALO ALTO, CA 94301 | | X | | |

Signatures

/s/ Kurt Betcher,
Attorney-In-Fact

08/29/2014

**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 were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners VIII, LP ("NVP VIII") to its limited and general partners.
 - (2) The NVP VIII distribution resulted in a change in the form of beneficial ownership so that following the distribution 36,352 additional shares were beneficially owned by Promod Haque directly; 36,343 additional shares were beneficially owned by Haque Family Partners, of which Mr. Haque is a partner; and no shares continue to be held of record by NVP VIII. Mr. Haque disclaims beneficial ownership of

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all such securities, except to the extent of any pecuniary interest therein.

- (3) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners IX, LP ("NVP IX") to its limited and general partners.

The NVP IX distribution resulted in a change in the form of beneficial ownership so that following the distribution 191,931 additional shares were beneficially owned by Promod Haque directly; 1,981 additional shares were beneficially owned by Haque Family Partners, of

- (4) which Mr. Haque is a partner; 166,365 additional shares were beneficially owned by Haque Family Partners II, of which Mr. Haque is a partner; 60,482 additional shares were beneficially owned by Haque 2012 Dynasty Trust, of which Mr. Haque is a trustee; and no shares continue to be held of record by NVP IX. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest in full on the earlier of (i) the day prior to the Issuer's

- (5) next annual meeting of stockholders held after the date of grant or (ii) the first anniversary of the date of grant, in each case subject to the Reporting Person's continued service through the applicable vesting date.

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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