

SOURCEFIRE INC
Form 4
October 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
Becker John

(Last) (First) (Middle)

C/O SOURCEFIRE, INC., 9770
PATUXENT WOODS DRIVE

(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOURCEFIRE INC [FIRE]

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2013

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)
Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 10/07/2013 | | D | V | Amount (D) Price 164,241 \$ 76 0 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 54.44 | 10/07/2013 | | D | 46,666 | (2) 05/05/2020 | 05/05/2020 | Common Stock | 46,666 |
| Stock Option (right to buy) | \$ 54.44 | 10/07/2013 | | D | 46,667 | (4) 05/05/2020 | 05/05/2020 | Common Stock | 46,667 |
| Stock Option (right to buy) | \$ 54.44 | 10/07/2013 | | D | 46,667 | (5) 05/05/2020 | 05/05/2020 | Common Stock | 46,667 |
| Stock Option (right to buy) | \$ 54.44 | 10/07/2013 | | D | 130,000 | (6) 05/05/2020 | 05/05/2020 | Common Stock | 130,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Becker John C/O SOURCEFIRE, INC. 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046 | X | | Chief Executive Officer | |

Signatures

/s/ Brian F. Leaf,
Attorney-in-fact

10/09/2013

**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) These securities were disposed of in connection with the acquisition of the issuer by Cisco Systems, Inc. (the "Acquisition").
 - (2) This option provided for a vesting commencement date of any date on which the trading price of the issuer's common stock had been equal to or exceeded \$60.00 per share for 10 consecutive trading days. This option would then vest over a period of four years, with 25%

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of the shares underlying the option vesting on the first anniversary of the vesting commencement date, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.

- (3) In connection with the Acquisition, this option was cancelled in exchange for \$76.00 per share less the exercise price per share of \$54.44.

This option provided for a vesting commencement date of any date on which the trading price of the issuer's common stock had been equal to or exceeded \$65.00 per share for 10 consecutive trading days. This option would then vest over a period of four years, with 25%

- (4) of the shares underlying the option vesting on the first anniversary of the vesting commencement date, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.

This option provided for a vesting commencement date of any date on which the trading price of the issuer's common stock had been equal to or exceeded \$70.00 per share for 10 consecutive trading days. This option would then vest over a period of four years, with 25%

- (5) of the shares underlying the option vesting on the first anniversary of the vesting commencement date, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.

This option provided for vesting over a period of four years, with 25% of the shares underlying the option vesting on May 6, 2014, the

- (6) first anniversary of the date of grant, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of 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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