

IMPERVA INC
Form 3
February 03, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Bear Mary E.G.		(Month/Day/Year)	IMPERVA INC [IMPV]	
(Last)	(First)	(Middle)	02/01/2016	
C/O IMPERVA, INC.,Â 3400			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
BRIDGE PARKWAY, SUITE				
200			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			SVP, Cloud Services	<input type="checkbox"/> Form filed by More than One Reporting Person
REDWOOD				
SHORES,Â CAÂ 94065				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	10/27/2025	Common Stock	27,500	\$ 62.97	D	Â
Restricted Stock Units	Â (2)	10/27/2025(3)	Common Stock	27,500	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bear Mary E.G. C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065	Â	Â	Â SVP, Cloud Services	Â

Signatures

/s/ Shulamite White,
Attorney-in-Fact

02/03/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of September 28, 2015, with the remaining 75% vesting in equal quarterly installments over the next three years. This Stock Option is subject to accelerated vesting in the event of a change in control of the Issuer and additional accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

(1) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of November 15, 2015, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

(2) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.

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.