Edgar Filing: IMPERVA INC - Form 4

IMPERVA INC Form 4						
February 03, 2016		RITIES AND EX				PPROVAL
UNITEDS	OMB Number:	3235-0287				
Check this box if no longer		NGES IN BENEI	Expires:	January 31, 2005		
Section 16. Form 4 or		Estimated burden hou response	ours per			
Filed purse) of the Public U	16(a) of the Secur Jtility Holding Co nvestment Compa	mpany Act	of 1935 or Section	on	
(Print or Type Responses)						
1. Name and Address of Reporting Pe Schmid Terrence J.	Symbol	er Name and Ticker o	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Mi		of Earliest Transaction		(Che	ck all applicabl	e)
C/O IMPERVA, INC., 3400 BRIDGE PARKWAY, SUITE	02/01/2	Day/Year) 2016	Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer			
(Street) REDWOOD SHORES, CA 94	al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	7:)			Person		
	1 1 1 1 1 1	ole I - Non-Derivative				-
(Instr. 3) a	A. Deemed Execution Date, if ny Month/Day/Year)	3. 4. Securi TransactionAcquirec Code Disposed (Instr. 8) (Instr. 3,	l (A) or l of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Report on a separate line for	or each class of sec	-	-	-		
		infor requi	mation cont red to respo ays a currer	pond to the colle ained in this form and unless the fo atly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Restricted Stock Units	<u>(1)</u>	02/01/2016		А	16,200	(2)	01/31/2016(3)	Common Stock	16,20
Restricted Stock Units	<u>(1)</u>	02/01/2016		А	26,000	(4)	02/02/2025 <u>(3)</u>	Common Stock	26,00

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships				
FB	Director	10% Owner	Officer	Other	
Schmid Terrence J. C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065			Chief Financial Officer		
Signatures					

/s/ Shulamite White, Attorney-in-Fact 02/03/2016

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) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer upon vesting.

The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2016, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are

- (2) February 15, 2010, with the remaining 75% vesting in equal quarterly instantients over the next three years. The restricted stock thirts 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.
- (3) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.

On February 3, 2015, the compensation committee of the board of directors granted performance-based restricted stock units subject to the issuer's achievement of performance conditions for the year ended December 31, 2015. On February 1, 2016, the compensation committee determined that the performance conditions had been achieved at the maximum level and awarded the restricted stock units,

(4) commute determined that the performance conditions had been achieved at the maximum rever and awarded the restricted stock units, which vest as to 25% of the underlying shares on February 15, 2016, with the remaining 75% vesting in three equal quarterly installments thereafter. 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.

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.