FireEye, Inc.
Form 4
September 27, 2013

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(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)
09/25/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	09/25/2013		C		3,070,548	A	(1) (2) (3) (4) (5) (6)	3,070,548	I	By Limited Partnership (7)
Common Stock	09/25/2013		C		17,773,317	A	(1) (2) (3) (4) (5) (6)	17,773,317	I	By Limited Partnership (8)

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A-2 Convertible Preferred Stock	(1)	09/25/2013		C			708,645	(1)	(1)	Common Stock	831,2
Series B Convertible Preferred Stock	(2)	09/25/2013		C			389,728	(2)	(2)	Common Stock	546,1
Series C Convertible Preferred Stock	(3)	09/25/2013		C			113,840	(3)	(3)	Common Stock	169,7
Series D Convertible Preferred Stock	(4)	09/25/2013		C			1,233,006	(4)	(4)	Common Stock	1,233,
Series E Convertible Preferred Stock	(5)	09/25/2013		C			159,597	(5)	(5)	Common Stock	159,5
Series F Convertible Preferred Stock	(6)	09/25/2013		C			130,742	(6)	(6)	Common Stock	130,7
Series A-2 Convertible Preferred Stock	(1)	09/25/2013		C			4,102,130	(1)	(1)	Common Stock	4,812,
Series B Convertible	(2)	09/25/2013		C			2,256,017	(2)	(2)	Common Stock	3,161,

Preferred Stock								
Series C Convertible Preferred Stock	(3)	09/25/2013	C	658,990	(3)	(3)	Common Stock	982,8
Series D Convertible Preferred Stock	(4)	09/25/2013	C	7,137,486	(4)	(4)	Common Stock	7,137,
Series E Convertible Preferred Stock	(5)	09/25/2013	C	923,856	(5)	(5)	Common Stock	923,8
Series F Convertible Preferred Stock	(6)	09/25/2013	C	755,675	(6)	(6)	Common Stock	755,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAQUE PROMOD 525 UNIVERSITY AVENUE, SUITE 800 PALO ALTO, CA 94301	X	X		
NORWEST VENTURE PARTNERS VIII LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		
Norwest Venture Partners IX, LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		
Crowe Jeffrey 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		
Howard Matthew D. 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301		X		

Signatures

/s/ Kurt Betcher, Attorney-In-Fact	09/27/2013
**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) The Series A-2 Convertible Preferred Stock automatically converted into Common Stock on a 1.17308 to 1 basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

(2) The Series B Convertible Preferred Stock automatically converted into Common Stock on a 1.40127 to 1 basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

(3) The Series C Convertible Preferred Stock automatically converted into Common Stock on a 1.4915 to 1 basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

(4) The Series D Convertible Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

(5) The Series E Convertible Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

(6) The Series F Convertible Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

(7) The securities shown on Line 1 of Table I and Lines 1 through 6 of Table II represent securities held of record by Norwest Venture Partners VIII, LP ("NVP VIII"). By virtue of their positions as co-Chief Executive Officers of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Promod Haque, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Haque, Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

(8) The securities shown on Line 2 of Table I and Lines 7 through 12 of Table II represent securities held of record by Norwest Venture Partners IX, LP ("NVP IX"). By virtue of their positions as co-Chief Executive Officers of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP IX, Promod Haque, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Haque, Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

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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