

FireEye, Inc.
Form 4
September 27, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARG GAURAV

(Last) (First) (Middle)

**C/O FIREEYE, INC., 1440
MCCARTHY BOULEVARD**

(Street)

MILPITAS, CA 95035

(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)

☒ 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	09/25/2013		C		392,780	A	<u>(5)</u> <u>(6)</u> <u>(7)</u>	725,944	I	See footnote <u>(1)</u>
Common Stock	09/25/2013		C		68,076	A	<u>(5)</u> <u>(7)</u>	228,134	I	See footnote <u>(2)</u>
Common Stock	09/25/2013		C		68,076	A	<u>(5)</u> <u>(7)</u>	228,133	I	See footnote <u>(3)</u>
Common Stock	09/25/2013		C		182,515	A	<u>(5)</u> <u>(6)</u>	507,515	I	See footnote

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Common Stock	09/25/2013	C	18,994	A	<u>(5)</u>	18,994	I	(4) See footnote (8)
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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)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Series A-1 Preferred Stock	(5)	09/25/2013		C	50,000	(5)	(5)	Common Stock		50,000
Series A-2 Preferred Stock	(6)	09/25/2013		C	245,901	(6)	(6)	Common Stock		288,462
Series A-2 Preferred Stock	(6)	09/25/2013		C	81,967	(6)	(6)	Common Stock		96,154
Series B Preferred Stock	(7)	09/25/2013		C	54,099	(7)	(7)	Common Stock		75,807
Series B Preferred Stock	(7)	09/25/2013		C	10,829	(7)	(7)	Common Stock		15,174
Series B Preferred Stock	(7)	09/25/2013		C	10,829	(7)	(7)	Common Stock		15,174
Series D Preferred	(5)	09/25/2013		C	52,902	(5)	(5)	Common Stock		52,902

Stock

Series D Preferred Stock	(5)	09/25/2013	C	52,902	(5)	(5)	Common Stock	52,902
Series D Preferred Stock	(5)	09/25/2013	C	26,450	(5)	(5)	Common Stock	26,450
Series E Preferred Stock	(5)	09/25/2013	C	28,511	(5)	(5)	Common Stock	28,511
Series E Preferred Stock	(5)	09/25/2013	C	9,911	(5)	(5)	Common Stock	9,911
Series F Preferred Stock	(5)	09/25/2013	C	18,994	(5)	(5)	Common Stock	18,994

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARG GAURAV C/O FIREEYE, INC. 1440 MCCARTHY BOULEVARD MILPITAS, CA 95035			X	

Signatures

Jeannette Bjoernsen, as
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) Shares held of record by the Gaurav Garg and Komal Shah Trust dated April 27, 2000, for which the Reporting Person serves as a trustee.
 - (2) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number One, for which the Reporting Person serves as a trustee.
 - (3) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number Two, for which the Reporting Person serves as a trustee.
 - (4) Shares held of record by Hilltop Family Partnership, for which the Reporting Person serves as a general partner.
 - (5) Such preferred stock automatically converted into Common Stock on a one for one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.
 - (6) The Series A-2 Preferred Stock automatically converted into Common Stock on a 1.17308 to 1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

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- (7) The Series B Preferred Stock automatically converted into Common Stock on a 1.40127 to 1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.
- (8) Shares held of record by Alameda Alpha, LLC, for which the Reporting Person serves as a general partner.

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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