GOUW RANZETTA THERESIA

Form 4

November 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue.

(Zip)

(State)

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 See Instruction

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * GOUW RANZETTA THERESIA			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			IMPERVA INC [IMPV]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
C/O IMPERVA, INC., 3400			11/05/2012	Officer (give title Other (specify			
BRIDGE PARKWAY, STE. 200				below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
REDWOOD SHORES, CA 94065				Form filed by More than One Reporting			
				1 (13011			

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative Sec	curities	Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities pror Disposed (Instr. 3, 4 and Amount	of (D)	red (A)	5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/05/2012		J <u>(1)</u>	1,599,607	D	\$ 0	0	I	See footnote (2)
Common Stock	11/05/2012		J <u>(3)</u>	314,216	D	\$0	0	I	See footnote (4)
Common Stock	11/05/2012		J <u>(5)</u>	138,534	D	\$0	0	I	See footnote (6)
Common Stock	11/05/2012		J <u>(7)</u>	34,910	A	\$0	76,468	I	See footnote

(8)

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

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 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. Transac Code (Instr. 8	ction	5. aNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GOUW RANZETTA THERESIA C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, STE. 200 REDWOOD SHORES, CA 94065

Signatures

Tram Phi, as Attorney-in-Fact

**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) Represents a pro rata distribution for no consideration of all remaining shares previously held by Accel VIII L.P. to its general and limited partners.
- (2) Accel VIII Associates L.L.C.("A8A") is the General Partner of Accel VIII L.P. and has the sole voting and investment power with respect to the shares. The Reporting Person, a director of the Issuer, is one of the Managing Members of and shares voting and investment powers in such entities. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of

Reporting Owners 2

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her pecuniary interest therein.

- (3) Represents a pro rata distribution of all remaining shares previously held by Accel Internet Fund IV L.P. to its general and limited partners without consideration.
- A8A is the General Partner of Accel Internet Fund IV L.P. and has the sole voting and investment power with respect to such entity. The Reporting Person, a director of the Issuer, is one of the Managing Members of and shares voting and investment powers in such entity. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of her pecuniary interest therein.
- (5) Represents a pro rata distribution for no consideration of all remaining shares previously held by Accel Investors 2002 L.L.C. to its members.
- The Reporting Person, a director of the Issuer, is one of the Managing Members of and shares voting and investment powers in Accel (6) Investors 2002 L.L.C. The Reporting Person disclaims beneficial ownership of all shares held by the foregoing entity except to the extent of her pecuniary interest therein.
- (7) Pro rata distribution by Accel VIII L.P., Accel Investors 2002 L.L.C. and Accel Internet Fund IV L.P. without consideration.
- (8) Shares are directly owned by the Brookline Living Trust, dated August 7, 2003. The Reporting Person is a Trustee of the Trust and shares voting and investment powers. The Reporting Person disclaims beneficial ownership except to the extent of her 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. 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.