

KRAMER SHLOMO
Form 4
November 07, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER SHLOMO

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400
BRIDGE PARKWAY, STE. 200

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMPERVA INC [IMPV]

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2012

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)
President and CEO

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 Ownership (Instr. 4)
Common Stock	11/05/2012		J ⁽¹⁾	V Amount 1,106 (2)	A \$ 0 1,218,224 ⁽³⁾	D	
Common Stock					2,377,767	I	See footnote ⁽⁴⁾

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.

SEC 1474
(9-02)

Edgar Filing: KRAMER SHLOMO - Form 4

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER SHLOMO C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, STE. 200 REDWOOD SHORES, CA 94065	X		President and CEO	

Signatures

Tram Phi,
Attorney-in-Fact 11/07/2012

__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).

- Entities affiliated with Greylock Partners (the "Greylock Entities") made a pro rata distribution to its partners for no consideration of an
- (1) aggregate of 747,413 shares of common stock of the Issuer on November 5, 2012 (the "Distribution"). Following the Distribution, the Greylock Entities no longer hold any shares of the Issuer.
 - (2) Pro rata distribution from Greylock XII Limited Partnership, of which the Reporting Person is a limited partner.
Includes 448,279 shares that are subject to a right of repurchase held by the Issuer. The right of repurchase will lapse with respect to 210,954 shares on September 30, 2015. The remaining shares are a part of a restricted stock purchase agreement for 632,865 shares, and
 - (3) the right of repurchase lapsed or will lapse according to the following schedule: 25% of the 632,865 shares lapsed on May 1, 2011, with the remaining 75% lapsing in 12 equal quarterly installments thereafter. The right of repurchase will lapse in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
The shares are owned of record by HAPRI LIMITED, an investment holding company. The Reporting Person is one of two directors of
 - (4) HAPRI LIMITED. All of HAPRI LIMITED's shares are ultimately controlled by a trust of which the Reporting Person is the sole grantor and sole beneficiary during his life.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: KRAMER SHLOMO - Form 4

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.