

IMPERVA INC
Form SC 13G
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. __)*

IMPERVA, INC.

(Name of Issuer)

COMMON STOCK

(Title of class of securities)

45321L100

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Persons

Venrock Associates

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¹ (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

New York, United States

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned by

2,131,994²

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

2,131,994²

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,131,994²

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

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9.3%³

12. Type of Reporting Person (See Instructions)

PN

¹ Venrock Associates, Venrock Associates III, L.P., Venrock Entrepreneurs Fund III, L.P., Venrock Management III, LLC (the general partner of Venrock Associates III, L.P.) and VEF Management III, LLC (the general partner of Venrock Entrepreneurs Fund III, L.P.) are members of a group for purposes of this Schedule 13G.

² Consists of 383,759 shares of common stock owned by Venrock Associates, 1,705,597 shares of common stock owned by Venrock Associates III, L.P. and 42,638 shares of common stock owned by Venrock Entrepreneurs Fund III, L.P.

³ This percentage is calculated based upon the sum of (i) 22,101,695 shares of the Issuer's common stock outstanding upon completion of its initial public offering, as set forth in the Issuer's final prospectus dated November 8, 2011, filed with the Securities and Exchange Commission on November 9, 2011 and (ii) 750,000 shares of the Issuer's common stock issued in connection with the underwriters' exercise of their over-allotment option in November 2011.

1. Name of Reporting Persons

Venrock Associates III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¹ (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

New York, United States

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned by

2,131,994²

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

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9.3%³

12. Type of Reporting Person (See Instructions)

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1. Name of Reporting Persons

Venrock Entrepreneurs Fund III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¹ (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

New York, United States

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned by

2,131,994²

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

2,131,994²

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,131,994²

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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9.3%³

12. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Persons

Venrock Management III, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¹ (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware, United States

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned by

2,131,994²

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

2,131,994²

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,131,994²

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

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9.3%³

12. Type of Reporting Person (See Instructions)

OO

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³ This percentage is calculated based upon the sum of (i) 22,101,695 shares of the Issuer's common stock outstanding upon completion of its initial public offering, as set forth in the Issuer's final prospectus dated November 8, 2011, filed with the Securities and Exchange Commission on November 9, 2011 and (ii) 750,000 shares of the Issuer's common stock issued in connection with the underwriters' exercise of their over-allotment option in November 2011.

1. Name of Reporting Persons

VEF Management III, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware, United States

5. Sole Voting Power

Number of

0

Shares 6. Shared Voting Power

Beneficially

Owned by

2,131,994²

Each 7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

2,131,994²

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,131,994²

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

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9.3%³

12. Type of Reporting Person (See Instructions)

OO

¹ Venrock Associates, Venrock Associates III, L.P., Venrock Entrepreneurs Fund III, L.P., Venrock Management III, LLC (the general partner of Venrock Associates III, L.P.) and VEF Management III, LLC (the general partner of Venrock Entrepreneurs Fund III, L.P.) are members of a group for purposes of this Schedule 13G.

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³ This percentage is calculated based upon the sum of (i) 22,101,695 shares of the Issuer's common stock outstanding upon completion of its initial public offering, as set forth in the Issuer's final prospectus dated November 8, 2011, filed with the Securities and Exchange Commission on November 9, 2011 and (ii) 750,000 shares of the Issuer's common stock issued in connection with the underwriters' exercise of their over-allotment option in November 2011.

Introductory Note: This Statement on Schedule 13G is filed on behalf of Venrock Associates, a limited partnership organized under the laws of the State of New York (Venrock), Venrock Associates III, L.P., a limited partnership organized under the laws of the State of New York (Venrock III), Venrock Entrepreneurs Fund III, L.P., a limited partnership organized under the laws of the State of New York (Entrepreneurs Fund), Venrock Management III, LLC, a limited liability company organized under the laws of the State of Delaware (Venrock Management) and VEF Management III, LLC, a limited liability company organized under the laws of the State of Delaware (VEF Management) and collectively with Venrock, Venrock III, Entrepreneurs Fund and Venrock Management, the Venrock Entities) in respect of shares of common stock of Imperva, Inc.

Item 1.

(a) Name of Issuer

Imperva, Inc.

(b) Address of Issuer's Principal Executive Offices

3400 Bridge Parkway, Suite 200

Redwood Shores, California 94065

Item 2.

(a) Name of Person Filing

Venrock Associates

Venrock Associates III, L.P.

Venrock Entrepreneurs Fund III, L.P.

Venrock Management III, LLC

VEF Management III, LLC

(a) Address of Principal Business Office or, if none, Residence

New York Office:

530 Fifth Avenue
22nd Floor
New York, NY 10036

Palo Alto Office:

3340 Hillview Avenue
Palo Alto, CA 94304

Cambridge Office:

55 Cambridge Parkway
Suite 100
Cambridge, MA 02142

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(c) Citizenship

Each of Venrock, Venrock III and Entrepreneurs Fund are limited partnerships organized in the State of New York. Both of Venrock Management and VEF Management are limited liability companies organized in the State of Delaware.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

45321L100

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

Venrock Associates	2,131,994 (1)
Venrock Associates III, L.P.	2,131,994 (1)
Venrock Entrepreneurs Fund III, L.P.	2,131,994 (1)
Venrock Management III, LLC	2,131,994 (1)
VEF Management III, LLC	2,131,994 (1)

Percent of Class:

Venrock Associates	9.3%
Venrock Associates III, L.P.	9.3%
Venrock Entrepreneurs Fund III, L.P.	9.3%
Venrock Management III, LLC	9.3%
VEF Management III, LLC	9.3%

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Venrock Associates	0
Venrock Associates III, L.P.	0
Venrock Entrepreneurs Fund III, L.P.	0
Venrock Management III, LLC	0
VEF Management III, LLC	0

(ii) Shared power to vote or to direct the vote

Venrock Associates	2,131,994 (1)
Venrock Associates III, L.P.	2,131,994 (1)
Venrock Entrepreneurs Fund III, L.P.	2,131,994 (1)
Venrock Management III, LLC	2,131,994 (1)
VEF Management III, LLC	2,131,994 (1)

(iii) Sole power to dispose or to direct the disposition of

Venrock Associates	0
Venrock Associates III, L.P.	0
Venrock Entrepreneurs Fund III, L.P.	0

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Venrock Management III, LLC	0
VEF Management III, LLC	0

(iv) Shared power to dispose or to direct the disposition of

Venrock Associates	2,131,994 (1)
Venrock Associates III, L.P.	2,131,994 (1)
Venrock Entrepreneurs Fund III, L.P.	2,131,994 (1)
Venrock Management III, LLC	2,131,994 (1)
VEF Management III, LLC	2,131,994 (1)

- (1) These shares are owned directly as follows: 383,759 shares of common stock are owned by Venrock Associates, 1,705,597 shares of common stock are owned by Venrock Associates III, L.P. and 42,638 shares of common stock are owned by Venrock Entrepreneurs Fund III, L.P.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

This Schedule is being filed pursuant to Rule 13d-1(d). The identities of each of the Reporting Persons are stated in Item 2(a).

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2012

Venrock Associates

By: A General Partner

By: /s/ David L. Stepp
Authorized Signatory

Venrock Associates III, L.P.

By: Venrock Management III, LLC

Its General Partner

By: /s/ David L. Stepp
Authorized Signatory

Venrock Entrepreneurs Fund III, L.P.

By: VEF Management III, LLC

Its General Partner

By: /s/ David L. Stepp
Authorized Signatory

Venrock Management III, LLC

By: /s/ David L. Stepp
Authorized Signatory

VEF Management III, LLC

By: /s/ David L. Stepp
Authorized Signatory

EXHIBITS

A: Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Imperva, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 14th day of February, 2012.

Venrock Associates

By: A General Partner

By: /s/ David L. Stepp
Authorized Signatory

Venrock Associates III, L.P.

By: Venrock Management III, LLC

Its General Partner

By: /s/ David L. Stepp
Authorized Signatory

Venrock Entrepreneurs Fund III, L.P.

By: VEF Management III, LLC

Its General Partner

By: /s/ David L. Stepp
Authorized Signatory

Venrock Management III, LLC

By: /s/ David L. Stepp
Authorized Signatory

VEF Management III, LLC

By: /s/ David L. Stepp
Authorized Signatory