

BURNS MIKE
Form 4
January 11, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BURNS MIKE

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400
BRIDGE PARKWAY

(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)
01/09/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CFO and Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D)	Price		
Common Stock	01/09/2019		M	57,584	A \$ 0	58,701	D
Common Stock	01/10/2019		D	58,701	D 0		D

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

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SEC 1474
(9-02)

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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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(2)	01/09/2019		A	57,584	(3)(4) 02/13/2028	Common Stock	57,584
Restricted Stock Units	(2)	01/09/2019		M	57,584	(3)(4) 02/13/2028	Common Stock	57,584
Restricted Stock Units	(2)	01/10/2019		D	47,900 (5)	(4)(6) 01/01/2028	Common Stock	47,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS MIKE C/O IMPERVA, INC. 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			CFO and Treasurer	

Signatures

/s/ Shulamite White, 01/11/2019
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) Pursuant to the Agreement and Plan of Merger between the Issuer, Imperial Purchaser, LLC and Imperial Merger Sub, Inc. dated October 10, 2018 (the "Merger Agreement"), the shares of common stock were cancelled and converted into the right to receive \$55.75 in cash per share, payable as provided by the terms of the Merger Agreement.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer upon vesting.
- (3) On February 14, 2018, the Compensation Committee of the Board of Directors confirmed that the performance-based restricted stock units awarded to the Reporting Person on January 2, 2018 in connection with his employment were subject to the Issuer's achievement of performance conditions for the year ended December 31, 2018. On January 9, 2019, the Compensation Committee determined that the performance conditions had been achieved at 118% of the target and awarded the restricted

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stock units, which vest as to 12.5% of the underlying shares on February 15, 2019, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.

- (4) Pursuant to the Merger Agreement, the unvested RSUs were cancelled and converted into the right to receive \$55.75 in cash per unvested RSU, payable following satisfaction of the underlying vesting conditions of such unvested RSU (including all vesting schedules and acceleration provisions as in effect on the date of the Merger Agreement or as otherwise provided by the terms of the Merger Agreement).
- (5) On December 12, 2018, the Compensation Committee accelerated the vesting of 900 restricted stock units that were granted to Mr. Burns on January 2, 2018.
- (6) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2018, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment under certain circumstances, including a termination following a change in control of the Issuer.

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.