

IMPERVA INC
Form 4
November 29, 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 *
KRAUSZ STEVEN M

(Last) (First) (Middle)
2735 SAND HILL ROAD
(Street)
MENLO PARK, CA 94025
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2012

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)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/27/2012		J ⁽¹⁾		478,200	D	<u>(1)</u>	0	I	Directly owned by USVP VIII ⁽⁵⁾
Common Stock	11/27/2012		J ⁽¹⁾		3,159	D	<u>(1)</u>	0	I	Directly owned by AFF VIII ⁽⁵⁾
Common Stock	11/27/2012		J ⁽²⁾		13,954	A	<u>(2)</u>	13,954	D	
Common Stock	11/28/2012		S		7,000	D	\$	6,954	D	28.4023

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Common Stock	11/28/2012	S	12,268	D	<u>(3)</u> \$ 28.3166	1,392	I			Directly owned by EP VIII-A <u>(5)</u>	
Common Stock	11/28/2012	S	6,217	D	<u>(4)</u> \$ 28.3166	704	I			Directly owned by EP VIII-B <u>(5)</u>	
Common Stock	11/29/2012	S	3,000	D	<u>(3)</u> \$ 29.4123	3,954	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)

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)
Stock Option (right to buy)	\$ 27.86					<u>(6)</u> 06/06/2022	Common Stock	8,399

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAUSZ STEVEN M 2735 SAND HILL ROAD	X			

MENLO PARK, CA 94025

Signatures

Michael P. Maher - Attorney in Fact for the reporting person

11/29/2012

__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).

- (1) Prorata distribution in kind from the partnership without consideration to its general and limited partners.
- (2) Distribution in kind to the members and managing members of PMG VIII.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.40 to \$28.45, inclusive for sales made on November 28, 2012, and at prices ranging from \$29.36 to \$29.47, inclusive for sales made on

- (3) November 29, 2012. The reporting persons undertake to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.30 to \$28.45, inclusive for sales made on November 28, 2012. The reporting persons undertake to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (4)

Steven M. Krausz is a managing member of Presidio Management Group VIII, LLC ("PMG VIII"). PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Irwin Federman, Winston S. Fu, David E. Liddle, Paul A Matteucci, Jonathan D. Root, Christopher J. Rust, Casey M. Tansey, and Philip M. Young may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.

- (5)
- (6) This stock option vests as to 100% of the underlying shares 12 months following the vesting commencement date of June 7, 2012. This stock option is subject to accelerated vesting as to 100% of such shares 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.

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