

IMPERVA INC  
Form SC 13D/A  
August 13, 2018  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Imperva, Inc.  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

45321L100  
(CUSIP Number)

Elliott Associates, L.P.

c/o Elliott Management Corporation

40 West 57th Street

New York, NY 10019

with a copy to:

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

August 9, 2018  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* 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 disclosures provided in a prior cover page.

The information required on 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).

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**1** NAME OF REPORTING PERSON

Elliott Associates, L.P.

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

WC

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

SOLE

VOTING

**7** POWER

534,471

SHARED

VOTING

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

POWER

0

SOLE

DISPOSITIVE

**9** REPORTING PERSON WITH:

POWER

534,471

SHARED

DISPOSITIVE

**10** POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

534,471

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES

**13** CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

1.5%

**14** TYPE OF REPORTING  
PERSON

PN

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**1** NAME OF REPORTING PERSON

Elliott International, L.P.

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

WC

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Cayman Islands, British

West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

**7**

0

SHARED VOTING POWER

**8**

0 SHARED VOTING POWER

1,135,749

**9** SOLE DISPOSITIVE POWER

0

**10** SHARED DISPOSITIVE

POWER

1,135,749

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,135,749  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**12** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

3.2%  
TYPE OF REPORTING  
PERSON

**14** PN

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<b>1</b>	NAME OF REPORTING PERSON
	Elliott International Capital Advisors Inc.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A (a) x (b) " MEMBER OF A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	OO
	CHECK BOX
	IF
<b>5</b>	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>7</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>8</b>	SOLE VOTING POWER
	0
	SHARED VOTING POWER
<b>9</b>	1,135,749 SOLE DISPOSITIVE POWER
<b>10</b>	0 SHARED DISPOSITIVE

POWER

1,135,749

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,135,749

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)      ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

3.2%

**14** TYPE OF REPORTING  
PERSON

CO



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The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned (the "Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 is hereby amended and restated to read as follows:

Elliott Working Capital      The aggregate purchase price of the shares of Common Stock directly owned by Elliott is approximately \$19,020,178.

Elliott International Working Capital      The aggregate purchase price of the shares of Common Stock directly owned by Elliott International is approximately \$40,337,981.

The Reporting Persons may effect purchases of shares of Common Stock through margin accounts maintained for them with prime brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. Positions in shares of Common Stock may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts. Since other securities may be held in such margin accounts, it may not be possible to determine the amounts, if any, of margin used to purchase shares of Common Stock.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5(a) is hereby amended and restated to read as follows:

**(a) As of the date hereof, Elliott, Elliott International and EICA collectively have combined economic exposure in the Issuer of approximately 4.8% of the shares of Common Stock outstanding.**

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 34,993,967 shares of Common Stock outstanding as of July 31, 2018, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the Securities and Exchange Commission on August 3, 2018.

As of the date hereof, Elliott beneficially owned 534,471 shares of Common Stock, constituting approximately 1.5%

of the shares of Common Stock outstanding.

As of the date hereof, Elliott International beneficially owned 1,135,749 shares of Common Stock, constituting approximately 3.2% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the 1,135,749 shares of Common Stock beneficially owned by Elliott International, constituting approximately 3.2% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 1,670,220 shares of Common Stock, constituting approximately 4.8% of the shares of Common Stock outstanding.

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Item 5(c) is hereby amended and restated to read as follows:

(c) The transactions effected by the Reporting Persons during the past 60 days are set forth on Schedule 1 attached hereto.

Item 5(e) is hereby amended and restated to read as follows:

(e) August 9, 2018.

**Item CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT  
6. TO SECURITIES OF THE ISSUER**

Item 6 is hereby amended and restated to read as follows:

On June 20, 2016, Elliott, Elliott International and EICA entered into a Joint Filing Agreement (the "Joint Filing Agreement") in which the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as an exhibit hereto and is incorporated herein by reference.

Except as described above in this Item 6, none of the Reporting Persons has any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: August 13, 2018

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

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**SCHEDULE 1**

Transactions of the Reporting Persons Effected During the Past 60 Days

The following table sets forth all the transactions in the Common Stock effected by Elliott Associates, L.P. during the past 60 days.

<u>Date</u>	<u>Security</u>	<u>Amount of Shs.</u> <u>Bought / (Sold)</u>	<u>Approx. price (\$)</u> <u>per Share</u>
07/31/18	Common Stock	(288)	46.5000
08/01/18	Common Stock	(3,178)	46.6000
08/02/18	Common Stock	(8,000)	46.5863
08/02/18	Common Stock	(8,000)	47.0607
08/06/18	Common Stock	(8,000)	46.4245
08/07/18	Common Stock	(1,337)	45.7500
08/08/18	Common Stock	(8,000)	45.6470
08/09/18	Common Stock	(8,000)	46.0235
08/10/18	Common Stock	(8,000)	46.0800
08/13/18	Common Stock	(14,652)	46.3312

The following table sets forth all the transactions in the Common Stock effected by Elliott International, L.P. during the past 60 days.

<u>Date</u>	<u>Security</u>	<u>Amount of Shs.</u> <u>Bought / (Sold)</u>	<u>Approx. price (\$)</u> <u>per Share</u>
07/31/18	Common Stock	(612)	46.5000
08/01/18	Common Stock	(6,753)	46.6000
08/02/18	Common Stock	(17,000)	46.5863
08/02/18	Common Stock	(17,000)	47.0607
08/06/18	Common Stock	(17,000)	46.4245
08/07/18	Common Stock	(2,842)	45.7500
08/08/18	Common Stock	(17,000)	45.6470
08/09/18	Common Stock	(17,000)	46.0235
08/10/18	Common Stock	(17,000)	46.0800
08/13/18	Common Stock	(31,135)	46.3312