WHALEN CHAD MICHAEL

Form 4

November 05, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WHALEN CHAD MICHAEL

2. Issuer Name and Ticker or Trading Symbol

F5 NETWORKS INC [FFIV]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 11/01/2018

(Check all applicable)

C/O F5 NETWORKS, INC., 401 ELLIOTT AVE. WEST

below)

X_ Officer (give title Other (specify below)

10% Owner

EVP, Worldwide Sales 6. Individual or Joint/Group Filing(Check

(Street)

(State)

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

Applicable Line)

Director

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

SEATTLE, WA 98119

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Code V Amount

Transaction(s) (Instr. 3 and 4) (D) Price

Common Stock

11/01/2018

M 295 (1) A \$0 472 D

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 I S (
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	11/01/2018		M	2	12	(3)	<u>(4)</u>	Common Stock	212	
Restricted Stock Unit	\$ 0	11/01/2018		M	8	33	(5)	<u>(4)</u>	Common Stock	83	
Restricted Stock Unit	\$ 0	11/01/2018		A	6,980		<u>(7)</u>	<u>(4)</u>	Common Stock	6,980	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

WHALEN CHAD MICHAEL C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119

EVP, Worldwide Sales

Signatures

/s/ Scot F. Rogers by Power of Attorney 11/05/2018

**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) Shares acquired upon vesting of the February 1, 2017 and November 1, 2017 awards of service-based Restricted Stock Units.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (3) Twenty five percent (25%) of this February 1, 2017 award of service-based Restricted Stock Units vests on February 1, 2018, and the remaining seventy five percent (75%) vests in twelve equal quarterly increments beginning May 1, 2018
- (4) If the reporting person continues to provide services to the Company through the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (5) The service-based Restricted Stock Units (RSUs) outstanding under this 11/01/2017 grant vest as follows: 83 vest 08/01/2018, 83 vest 11/1/2018, 83 vest 2/1/2019, 83 vest 05/01/2019, 83 vest 08/01/2019, 83 vest 11/01/2019.

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- Concurrent with the award of 6,980 service-based Restricted Stock Units, the Company granted the reporting person additional Restricted Stock Units that vest based on performance targets ("Performance RSUs"). If the performance targets are achieved at 100%, the reporting person will receive 6,980 Performance RSUs over the vesting period; the actual number of Performance RSUs received may be more or
- (6) less depending on whether and to the extent that performance is greater than or less than targets. The Performance RSUs vests over a three-year period in three equal annual installments. Performance RSUs are not reported in Table II; the underlying shares of Performance RSUs will be reported in Table I if and when the Compensation Committee of the Board of Directors determines that the performance targets have been achieved.
- (7) This November 1, 2018 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2019.

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.