

**FIREEYE, INC.**  
Reported by  
**DEWALT DAVID G**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/05/17 for the Period Ending 01/03/17

Address	1440 MCCARTHY BLVD MILPITAS, CA 95035
Telephone	408-321-6300
CIK	0001370880
Symbol	FEYE
Fiscal Year	12/31

# FORM 4

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

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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>DEWALT DAVID G</b>  (Last) (First) (Middle)  <b>C/O FIREEYE, INC., 1440 MCCARTHY BLVD.</b>  (Street)  <b>MILPITAS, CA 95035</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>FireEye, Inc. [ FEYE ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive Chairman</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/3/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	1/3/2017		S		151644 <small>(1)</small>	D	\$11.642 <small>(2)</small>	4336947 <small>(3)</small>	D	
Common Stock								219000	I	See footnote <small>(4)</small>
Common Stock								219000	I	See footnote <small>(5)</small>
Common Stock								22500	I	See footnote <small>(6)</small>

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- ( Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units.
- 1) This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
- ( The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.64 to \$11.757,
- 2) inclusive. The Reporting Person undertakes to provide to 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 range set forth in this footnote (2).
- ( Includes 1,113 shares purchased on May 16, 2016 under the Issuer's 2013 Employee Stock Purchase Plan, and reflects voluntary cancellation of unvested
- 3) restricted stock units as previously reported on the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 20, 2016.
- (
- 4) Shares held of record by the David G. DeWalt 2009 Irrevocable Trust, for which the Reporting Person serves as a trustee.
- (
- 5) Shares held of record by the Mary Kathleen DeWalt 2009 Irrevocable Trust, for which the Reporting Person serves as a trustee.
- (
- 6) Shares held of record by the DeWalt Family Trust U/A DTD 04/01/2003, for which the Reporting Person serves as a trustee.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEWALT DAVID G C/O FIREEYE, INC., 1440 MCCARTHY BLVD. MILPITAS, CA 95035	X		Executive Chairman	

**Signatures**

**Louise Carbone, Attorney-in-Fact**

**1/5/2017**

\*\*Signature of Reporting Person

Date

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

\* 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).

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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