

FIREEYE, INC.
Reported by
MANDIA KEVIN R.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/05/17 for the Period Ending 01/04/17

Address 1440 MCCARTHY BLVD
MILPITAS, CA 95035
Telephone 408-321-6300
CIK 0001370880
Symbol FEYE
SIC Code 3577 - Computer Peripheral Equipment, Not Elsewhere Classified
Industry Software
Sector Technology
Fiscal Year 12/31

FORM 4

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

OMB APPROVAL
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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

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

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	5/18/2016		G (1)	V	25000	D	\$0.00	2604446	D	
Common Stock	1/4/2017		S		112581 (2)	D	\$12.2897 (3)	2491865	D	
Common Stock								340691	I	See footnote (4)
Common Stock								144185	I	See footnote (5)

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:

- (1) This was a bona fide gift not for value or consideration.
- (Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units.
- 2) 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 \$12.16 to \$12.49,
- 3) 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 (3).
- (Shares held of record by the Kevin R. Mandia 2011 Irrevocable Trust Dated July 29, 2011 (the "Irrevocable Trust"). The Reporting Person's spouse, as
- 4) trustee, has shared voting and investment power with respect to the shares held of record by the Irrevocable Trust. The Reporting Person disclaims beneficial ownership of such shares.
- (Shares held of record by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of the shares held by his spouse, and this report
- 5) should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purpose of Section 16 or for any other reason.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandia Kevin R.				

C/O FIREEYE, INC., 1440 MCCARTHY BLVD MILPITAS, CA 95035	X	Chief Executive Officer	
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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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