

# **FIREEYE, INC.**

Reported by  
**KING ALEXA**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/13/17 for the Period Ending 02/09/17

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**

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## 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>King Alexa</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP and General Counsel</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/9/2017</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	2/9/2017		A		10000 (1)	A	\$0.00	429904 (2)	D	
Common Stock	2/9/2017		A		5000 (3)	A	\$0.00	434904	D	
Common Stock	2/9/2017		A		93750 (4)	A	\$0.00	528654	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate 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 shares underlying restricted stock units ("RSUs"), paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to 50% of the underlying shares on February 15, 2017, and with respect to an additional 25% of the underlying shares on each of the two anniversaries thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- 1) ( Includes 1,113 shares purchased on May 16, 2016 under the Issuer's 2013 Employee Stock Purchase Plan.
- ( Represents shares underlying restricted stock units ("RSUs"), paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to 25% of the underlying shares on February 15, 2017, and with respect to an additional 25% of the underlying shares on each of the three anniversaries thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- 3) ( Represents shares underlying restricted stock units ("RSUs"). One-third (1/3) of the RSUs will vest on each of the first three anniversaries of February 15, 2017, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- 4)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>King Alexa C/O FIREEYE, INC., 1440 MCCARTHY BLVD. MILPITAS, CA 95035</b>			<b>EVP and General Counsel</b>	

**Signatures**

Louise Carbone, Attorney-in-Fact

2/13/2017

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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