

# **FIREEYE, INC.**

## **FORM 10-Q** (Quarterly Report)

Filed 05/04/17 for the Period Ending 03/31/17

Address	1440 MCCARTHY BLVD MILPITAS, CA 95035
Telephone	408-321-6300
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-36067

**FireEye, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

20-1548921

(I.R.S. Employer  
Identification Number)

1440 McCarthy Blvd.  
Milpitas, CA 95035  
(408) 321-6300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standard provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's common stock outstanding as of May 1, 2017 was 178,368,034 .

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

**FIREEYE, INC.**  
**Condensed Consolidated Balance Sheets**  
(In thousands, except per share data)  
(Unaudited)

	March 31, 2017	December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 163,374	\$ 223,667
Short-term investments	711,637	712,058
Accounts receivable, net of allowance for doubtful accounts of \$1,918 and \$1,590 at March 31, 2017 and December 31, 2016, respectively	105,900	121,150
Inventories	6,195	5,955
Prepaid expenses and other current assets	30,278	25,081
Total current assets	1,017,384	1,087,911
Property and equipment, net	60,814	61,852
Goodwill	978,260	978,260
Intangible assets, net	229,245	244,032
Deposits and other long-term assets	10,292	10,910
<b>TOTAL ASSETS</b>	<b>\$ 2,295,995</b>	<b>\$ 2,382,965</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payable	\$ 25,487	\$ 20,269
Accrued and other current liabilities	22,067	22,997
Accrued compensation	50,083	96,004
Deferred revenue, current portion	396,628	397,118
Total current liabilities	494,265	536,388
Convertible senior notes, net	751,206	741,980
Deferred revenue, non-current portion	235,557	256,398
Other long-term liabilities	8,320	7,087
Total liabilities	1,489,348	1,541,853
Commitments and contingencies (NOTE 9)		
Stockholders' equity:		
Common stock, par value of \$0.0001 per share; 1,000,000 shares authorized, 177,843 shares and 174,596 shares issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	18	17
Additional paid-in capital	2,731,108	2,682,909
Treasury stock, at cost; 3,333 shares as of March 31, 2017 and December 31, 2016	(150,000)	(150,000)
Accumulated other comprehensive loss	(1,419)	(1,742)
Accumulated deficit	(1,773,060)	(1,690,072)
Total stockholders' equity	806,647	841,112
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 2,295,995</b>	<b>\$ 2,382,965</b>

See accompanying notes to condensed consolidated financial statements.

**FIREEYE, INC.**  
**Condensed Consolidated Statements of Operations**  
**(In thousands, except per share data)**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Revenue:		
Product	\$ 23,743	\$ 33,707
Subscription and services	149,995	134,259
Total revenue	<u>173,738</u>	<u>167,966</u>
Cost of revenue:		
Product	12,851	17,133
Subscription and services	51,754	54,297
Total cost of revenue	<u>64,605</u>	<u>71,430</u>
Total gross profit	109,133	96,536
Operating expenses:		
Research and development	58,352	85,983
Sales and marketing	94,880	123,028
General and administrative	27,615	42,256
Restructuring charges	—	1,670
Total operating expenses	<u>180,847</u>	<u>252,937</u>
Operating loss	(71,714)	(156,401)
Interest income	2,032	1,465
Interest expense	(12,245)	(11,809)
Other income, net	232	815
Loss before income taxes	(81,695)	(165,930)
Provision for (benefit from) income taxes	1,293	(10,030)
Net loss attributable to common stockholders	<u>\$ (82,988)</u>	<u>\$ (155,900)</u>
Net loss per share attributable to common stockholders, basic and diluted	<u>\$ (0.48)</u>	<u>\$ (0.98)</u>
Weighted average shares used in computing net loss per share attributable to common stockholders, basic and diluted	<u>172,236</u>	<u>158,781</u>

See accompanying notes to condensed consolidated financial statements.

**FIREEYE, INC.**  
**Condensed Consolidated Statements of Comprehensive Loss**  
**(In thousands)**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Net loss	\$ (82,988)	\$ (155,900)
Change in net unrealized gains/(losses) on available-for-sale investments, net of tax	323	2,163
Comprehensive loss	<u>\$ (82,665)</u>	<u>\$ (153,737)</u>

See accompanying notes to condensed consolidated financial statements.

**FIREEYE, INC.**  
**Condensed Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (82,988)	\$ (155,900)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	26,365	30,503
Stock-based compensation	43,889	64,239
Non-cash interest expense related to convertible senior notes	9,226	8,780
Change in fair value of contingent earn-out liability	13	—
Deferred income taxes	251	(11,053)
Other	2,119	938
Changes in operating assets and liabilities, net of business acquisitions:		
Accounts receivable	14,584	43,144
Inventories	(1,090)	2,325
Prepaid expenses and other assets	(4,619)	(2,152)
Accounts payable	3,331	(3,391)
Accrued liabilities	(930)	902
Accrued transaction costs of acquiree	—	(7,727)
Accrued compensation	(7,006)	(8,989)
Deferred revenue	(21,331)	17,997
Other long-term liabilities	1,234	(2,132)
Net cash used in operating activities	<u>(16,952)</u>	<u>(22,516)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment and demonstration units	(8,483)	(14,257)
Purchases of short-term investments	(98,480)	(88,805)
Proceeds from maturities of short-term investments	94,689	111,319
Proceeds from sales of short-term investments	3,620	—
Business acquisitions, net of cash acquired	—	(204,926)
Lease deposits	(70)	(678)
Net cash used in investing activities	<u>(8,724)</u>	<u>(197,347)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayment of debt of acquired business	—	(8,842)
Payments for contingent earn-outs	(38,928)	—
Payment related to shares withheld for taxes	—	(1,124)
Proceeds from exercise of equity awards	4,311	2,840
Net cash used in financing activities	<u>(34,617)</u>	<u>(7,126)</u>
Net change in cash and cash equivalents	(60,293)	(226,989)
Cash and cash equivalents, beginning of period	223,667	402,102
Cash and cash equivalents, end of period	<u>\$ 163,374</u>	<u>\$ 175,113</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid for income taxes	\$ 727	\$ 1,888
Cash paid for interest	\$ —	\$ 22
<b>SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Vesting of early exercised stock options	\$ —	\$ 496
Common stock issued in connection with acquisitions	\$ —	\$ 39,300
Contingent earn-out in connection with acquisitions	\$ —	\$ 35,588

Purchases of property and equipment and demonstration units in accounts payable and accrued liabilities	\$	5,922	\$	5,779
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See accompanying notes to condensed consolidated financial statements.



**FIREEYE, INC.**

**Notes to Condensed Consolidated Financial Statements**

**1. Description of Business and Summary of Significant Accounting Policies**

***Description of Business***

FireEye, Inc., with principal executive offices located in Milpitas, California, was incorporated as NetForts, Inc. on February 18, 2004, under the laws of the State of Delaware, and changed its name to FireEye, Inc. on September 7, 2005.

FireEye, Inc. and its wholly owned subsidiaries (collectively, the “Company”, “we”, “us” or “our”) is a leader in stopping advanced cyber attacks that use advanced malware, zero-day exploits, and APT (“Advanced Persistent Threat”) tactics. Our solutions supplement traditional and next-generation firewalls, Intrusion Prevention Systems (“IPS”), anti-virus, and gateways, which cannot stop advanced threats, leaving security holes in networks. We offer a solution that detects and blocks attacks across Web, email, endpoint, cloud and content (file) threat vectors, as well as latent malware resident on file shares. Our solutions address all stages of an attack lifecycle with a signature-less engine utilizing stateful attack analysis to detect zero-day threats.

In February 2016, we acquired Invotas International Corporation (“Invotas”), a provider of security automation and orchestration technology. We paid upfront cash consideration of \$17.7 million and issued 742,026 shares of our common stock with an estimated fair value of \$11.1 million.

In January 2016, we acquired iSIGHT Security, Inc. (d/b/a iSIGHT Partners, Inc.) (“iSIGHT”), one of the world’s leading providers of cyber threat intelligence for global enterprises. We paid upfront cash consideration of \$192.8 million, incurred liabilities of \$39.1 million contingent upon the achievement of a threat intelligence bookings target on or before the end of the second quarter of 2018, and issued 1,793,305 shares of our common stock with an estimated fair value of \$29.9 million.

We sell the majority of our products, subscriptions and services to end-customers through distributors, resellers, and strategic partners, with a lesser percentage of sales directly to end-customers.

***Basis of Presentation and Consolidation***

The accompanying unaudited condensed consolidated financial statements include the accounts of FireEye, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), and following the requirements of the Securities and Exchange Commission (“SEC”), for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by U.S. GAAP can be condensed or omitted. These unaudited condensed consolidated financial statements have been prepared on the same basis as our annual consolidated financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, that are necessary for a fair statement of our financial information. The results of operations for the three months ended March 31, 2017 are not necessarily indicative of the results to be expected for the year ending December 31, 2017 or for any other interim period or for any other future year. The balance sheet as of December 31, 2016 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for annual consolidated financial statements.

The accompanying unaudited condensed consolidated financial statements and related financial information should be read in conjunction with the audited consolidated financial statements and the related notes thereto for the year ended December 31, 2016 included in our Annual Report on Form 10-K, which was filed with the SEC on February 24, 2017.

***Use of Estimates***

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Such management estimates include, but are not limited to, the best estimate of selling price for our products, subscriptions and services, commissions expense, bonus expense, future taxable income, contract manufacturer liabilities, litigation and settlement costs and other loss contingencies, fair value of our equity awards, achievement of targets for performance stock units, fair value of the liability and equity components of convertible senior notes and the purchase price allocation of acquired businesses. We base our estimates on historical experience and also on assumptions that we believe are reasonable. Changes in facts or circumstances may cause us to change our assumptions and estimates in future periods, and it is possible that actual results could differ from current or revised future estimates.

***Summary of Significant Accounting Policies***

There have been no significant changes to our significant accounting policies as of and for the three months ended March 31, 2017, as compared to the significant accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2016.

## ***Recent Accounting Pronouncements***

In January 2017, the FASB issued ASU 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. This standard eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge (i.e. Step 2 of the current guidance), instead measuring the impairment charge as the excess of the reporting unit's carrying amount over its fair value (i.e. Step 1 of the current guidance). The guidance is effective for us beginning in the first quarter of 2020, and should be applied prospectively. Early adoption is permitted for impairment testing dates after January 1, 2017. The adoption of this standard is not expected to have a significant impact on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business. This standard changes the definition of a business by requiring at least one substantive process. It also states that if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, then the set of transferred assets and activities is not a business. The guidance is effective for us beginning in the first quarter of 2018, and should be applied prospectively. Early adoption is permitted. The adoption of this standard is not expected to have a significant impact on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. This standard changes the impairment model for most financial assets and certain other instruments by introducing a current expected credit loss (CECL) model. The CECL model is a more forward-looking approach based on expected losses rather than incurred losses, requiring entities to estimate and record losses expected over the remaining contractual life of an asset. The guidance is effective for us beginning in the first quarter of 2020. Early adoption beginning in 2019 is permitted. We are currently evaluating the impact the adoption of this guidance will have on our consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). This standard is intended to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The guidance is effective for us beginning in the first quarter of 2019, and should be applied on a modified retrospective basis. Early adoption is permitted. We expect the adoption of this standard to have a material impact on our consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). This standard provides a single model for revenue arising from contracts with customers and supersedes current revenue recognition guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

In July 2015, the FASB decided to defer the effective date by one year, and as a result, the guidance is effective for us beginning in the first quarter of 2018. Early adoption as of the original effective date would be permitted. The guidance permits companies to either apply the requirements retrospectively to all prior periods presented, or apply the requirements in the year of adoption, through a cumulative adjustment. The FASB subsequently issued several clarifying standards to address stakeholder questions and implementation issues.

We currently anticipate adopting the standard retrospectively to all prior periods presented. Our ability to apply the requirements retrospectively to all prior periods presented is dependent on system readiness, including software procured from third-party providers, and the completion of our analysis of information necessary to restate prior period financial statements.

We anticipate this standard will have a material impact on our consolidated financial statements and related disclosures. While we are continuing to assess all the potential impacts this standard will have, and as such we do not know or cannot reasonably estimate quantitative information related to the impact of this standard on our consolidated financial statements at this time, we currently believe the most significant impact relates to our accounting for intelligence dependent appliance and software license revenue. We expect revenue related to certain appliances and software licenses not dependent on intelligence, subscription and support offerings, cloud offerings and professional services to remain substantially unchanged. Specifically, under the new standard we expect to combine intelligence dependent appliances and software licenses with the related intelligence subscription and support as a single performance obligation. As a result, we expect to recognize intelligence dependent appliance and software license revenue ratably over the life of the related device or license, rather than at the time of shipping, when our contracts contain material right of renewal options. Where our contracts do not contain material right of renewal options, we expect to recognize intelligence dependent appliance and software license revenue ratably over the contractual term. Due to complexity of certain of our customer contracts, the actual revenue recognition treatment required under the standard will be dependent on contract-specific terms, and may vary in some instance from the recognition models noted above. We currently believe appliance and software license revenue will be recognized predominantly over the useful life of the device or license as most of our appliance and license offerings are intelligence dependent. Additionally, we currently expect commissions expense to be deferred at the time of sale, and recognized ratably over the life of the related device or license or over the contractual term, rather than expensing commissions predominantly at the time of sale.

## 2. Fair Value Measurements

The accounting guidance for fair value measurements provides a framework for measuring fair value on either a recurring or nonrecurring basis, whereby the inputs used in our valuation techniques are assigned a hierarchical level. The following are the three levels of inputs to measure fair value:

- *Level 1:* Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- *Level 2:* Inputs that reflect quoted prices for identical assets or liabilities in less active markets; quoted prices for similar assets or liabilities in active markets; benchmark yields, reported trades, broker/dealer quotes, inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- *Level 3:* Unobservable inputs that reflect our own assumptions incorporated in valuation techniques used to measure fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

We consider an active market to be one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis, and consider an inactive market to be one in which there are infrequent or few transactions for the asset or liability, the prices are not current, or price quotations vary substantially either over time or among market makers. Where appropriate, our own or the counterparty's non-performance risk is considered in measuring the fair values of assets.

The following table presents our assets and liabilities measured at fair value on a recurring basis using the above input categories (in thousands):

Description	As of March 31, 2017				As of December 31, 2016			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>								
Cash equivalents:								
Money market funds	\$ 2,896	\$ —	\$ —	\$ 2,896	\$ 449	\$ —	\$ —	\$ 449
Total cash equivalents	2,896	—	—	2,896	449	—	—	449
Short-term investments:								
Certificates of deposit	—	7,886	—	7,886	—	9,569	—	9,569
Commercial paper	—	14,981	—	14,981	—	29,920	—	29,920
Corporate notes and bonds	—	433,491	—	433,491	—	420,684	—	420,684
U.S. Government agencies	—	255,279	—	255,279	—	251,885	—	251,885
Total short-term investments	—	711,637	—	711,637	—	712,058	—	712,058
Total assets measured at fair value	\$ 2,896	\$ 711,637	\$ —	\$ 714,533	\$ 449	\$ 712,058	\$ —	\$ 712,507
<b>Liabilities</b>								
Contingent earn-out	\$ —	\$ —	\$ 67	\$ 67	\$ —	\$ —	\$ 41,332	\$ 41,332
Total liabilities measured at fair value	\$ —	\$ —	\$ 67	\$ 67	\$ —	\$ —	\$ 41,332	\$ 41,332

The estimated fair value of the contingent earn-out incurred in connection with our acquisition of iSIGHT is considered to be a Level 3 measurement due to the use of significant unobservable inputs. The value was determined using a discounted risk-adjusted expected (probability-weighted) cash flow methodology, by applying a real options approach model. The real options approach incorporated management's estimates of expected quarterly growth rates in bookings for certain products ( 63% on average), which could not be corroborated by observable market data, with the volatility of revenue for comparable companies ( 16.5% on average) and the correlation between comparable companies' quarterly revenue growth and that of the S&P 500 Index ( 44.7% on average), which are observable in the market, to determine the probability of achieving estimated bookings within the earn-out period of performance ( 2.5 years ). The resulting expected earn-out payment was discounted back to present value using our cost of debt (ranging from 6.3% to 7.1% ).

The following is a reconciliation of the Level 3 contingent earn-out liability (in thousands):

	Amount
Balance as of December 31, 2016	\$ 41,332
Changes in fair value (1)	13

Cash payments	(41,278)
Balance as of March 31, 2017	\$ 67

(1) Changes in fair value are recorded in general and administrative expenses in our condensed consolidated statements of operations.

Additionally, we have a restructuring liability related to certain real estate facilities which was calculated based on the present value of future lease payments, less estimated sublease income, discounted at a rate commensurate with our current cost of financing. This non-recurring fair value measurement is considered to be a Level 3 measurement due to the use of significant unobservable inputs. To the extent that actual sublease income or the timing of subleasing these facilities is different than initial estimates, we will adjust the

restructuring liability in the period during which such information becomes known. See Note 6 Restructuring Charges for a reconciliation of this liability.

We measure certain assets, including goodwill, intangible assets and our equity-method investment in a private company at fair value on a nonrecurring basis when there are identifiable events or changes in circumstances that may have a significant adverse impact on the fair value of these assets. No such events or changes occurred during the three months ended March 31, 2017 .

The estimated fair value of the Convertible Senior Notes (as defined in Note 8) as of March 31, 2017 was determined to be \$843.5 million , based on quoted market prices. We consider the fair value of the Convertible Senior Notes to be a Level 2 measurement as they are not actively traded.

### 3. Investments

Our investments consisted of the following (in thousands):

	As of March 31, 2017				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Short-Term Investment
Certificates of deposit	\$ 7,880	\$ 7	\$ (1)	\$ 7,886	\$ 7,886
Commercial paper	14,984	—	(3)	14,981	14,981
Corporate notes and bonds	434,274	17	(800)	433,491	433,491
U.S. Government agencies	255,918	—	(639)	255,279	255,279
<b>Total</b>	<b>\$ 713,056</b>	<b>\$ 24</b>	<b>\$ (1,443)</b>	<b>\$ 711,637</b>	<b>\$ 711,637</b>

	As of December 31, 2016				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Short-Term Investment
Certificates of deposit	\$ 9,560	\$ 10	\$ (1)	\$ 9,569	\$ 9,569
Commercial paper	29,929	—	(9)	29,920	29,920
Corporate notes and bonds	421,635	17	(968)	420,684	420,684
U.S. Government agencies	252,676	2	(793)	251,885	251,885
<b>Total</b>	<b>\$ 713,800</b>	<b>\$ 29</b>	<b>\$ (1,771)</b>	<b>\$ 712,058</b>	<b>\$ 712,058</b>

The following tables present the gross unrealized losses and related fair values of our investments that have been in a continuous unrealized loss position (in thousands):

	As of March 31, 2017					
	Less Than 12 Months		Greater Than 12 Months		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Certificates of deposit	\$ —	\$ —	\$ 199	\$ (1)	\$ 199	\$ (1)
Commercial paper	14,981	(3)	—	—	14,981	(3)
Corporate notes and bonds	343,313	(761)	64,470	(39)	407,783	(800)
U.S. Government agencies	233,786	(625)	14,994	(14)	248,780	(639)
<b>Total</b>	<b>\$ 592,080</b>	<b>\$ (1,389)</b>	<b>\$ 79,663</b>	<b>\$ (54)</b>	<b>\$ 671,743</b>	<b>\$ (1,443)</b>

	As of December 31, 2016					
	Less Than 12 Months		Greater Than 12 Months		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Certificates of deposit	\$ —	\$ —	\$ 199	\$ (1)	\$ 199	\$ (1)
Commercial paper	24,925	(9)	—	—	24,925	(9)
Corporate notes and bonds	294,818	(889)	99,433	(79)	394,251	(968)
U.S. Government agencies	222,171	(763)	17,657	(30)	239,828	(793)
<b>Total</b>	<b>\$ 541,914</b>	<b>\$ (1,661)</b>	<b>\$ 117,289</b>	<b>\$ (110)</b>	<b>\$ 659,203</b>	<b>\$ (1,771)</b>

Unrealized losses related to these investments are due to interest rate fluctuations as opposed to credit quality. In addition, we do not intend to sell, and it is not more likely than not that we would be required to sell, these investments before recovery of their cost basis. As a result, there is no other-than-temporary impairment for these investments as of March 31, 2017 and December 31, 2016 .

The following table summarizes the contractual maturities of our investments at March 31, 2017 (in thousands):

	<u>Amortized Cost</u>	<u>Fair Value</u>
Due within one year	\$ 382,128	\$ 381,674
Due within one to two years	330,928	329,963
Total	<u>\$ 713,056</u>	<u>\$ 711,637</u>

All available-for-sale securities have been classified as current, based on management's intent and ability to use the funds in current operations.

We hold an 11.9% ownership interest in a private company, which is accounted for under the equity method based on our ability to exercise significant influence over operating and financial policies of the investee. This investment is classified within deposits and other long-term assets on our condensed consolidated balance sheets. The carrying value of this investment was \$0.6 million and \$0.9 million as of March 31, 2017 and December 31, 2016, respectively.

#### 4. Property and Equipment

Property and equipment, net consisted of the following (in thousands):

	As of March 31, 2017	As of December 31, 2016
Computer equipment and software	\$ 151,258	\$ 144,892
Leasehold improvements	44,003	41,796
Furniture and fixtures	15,057	14,499
Machinery and equipment	447	447
Total property and equipment	210,765	201,634
Less: accumulated depreciation	(149,951)	(139,782)
Total property and equipment, net	<u>\$ 60,814</u>	<u>\$ 61,852</u>

Depreciation and amortization expense related to property and equipment and demonstration units during the three months ended March 31, 2017 and 2016 was \$11.0 million and \$14.1 million, respectively.

During the three months ended March 31, 2017 and 2016, we capitalized \$4.7 million and \$1.9 million, respectively, of software development costs related to our cloud subscription offerings. Amortization expense related to capitalized software development costs during the three months ended March 31, 2017 and 2016 was \$0.8 million and \$0.4 million, respectively.

#### 5. Business Combinations

##### *Acquisition of iSIGHT*

On January 14, 2016, we acquired all of the outstanding shares of privately held iSIGHT, one of the world's leading providers of cyber threat intelligence for global enterprises. The acquisition extends our intelligence network to create an advanced and comprehensive private cyber threat intelligence operation, providing customers with higher fidelity alerts, context to prioritize threats and the strategic insights to proactively prepare for threats that might target their industry or region.

In connection with this acquisition, we paid upfront cash consideration of \$192.8 million, incurred liabilities of \$39.1 million contingent upon the achievement of a threat intelligence bookings target on or before the end of the second quarter of 2018, and issued 1,793,305 shares of our common stock with an estimated fair value of \$29.9 million, of which 1,793,297 shares were released in February 2017 to former stockholders of iSIGHT once the threat intelligence bookings target was determined to have been achieved. This resulted in total purchase consideration of \$261.8 million. The number of shares was fixed at the completion of the acquisition and was the maximum number of shares that could be released. The contingent earn-out liability was also settled in February 2017 to former stockholders of iSIGHT once the threat intelligence bookings target was determined to have been achieved, resulting in a cash payment of \$41.3 million.

The acquisition of iSIGHT was accounted for in accordance with the acquisition method of accounting for business combinations with FireEye as the accounting acquirer. Under the acquisition method of accounting, the total purchase consideration is allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values, using information currently available to us. During the three months ended June 30, 2016, we finalized our valuation analysis and revised our preliminary estimates of the earn-out liability and related fair value of common stock contingent upon the achievement of a threat intelligence bookings target by \$3.5 million and \$1.7 million, respectively, resulting in a higher purchase price of \$5.2 million. As a result, we also revised our preliminary estimate of customer relationship and content intangible assets by \$1.1 million and \$1.2 million, respectively, resulting in an additional \$0.2 million of intangible amortization.

We expensed the related acquisition costs of \$1.9 million in general and administrative expenses. We also assumed and paid liabilities of \$7.0 million for transaction costs incurred by iSIGHT prior to acquisition, which were accounted for separate from consideration transferred.



Allocation of the purchase price of \$261.8 million is as follows (in thousands):

	<b>Amount</b>
Net tangible liabilities assumed	\$ (18,248)
Intangible assets	85,100
Deferred tax liability	(11,637)
Goodwill	206,623
<b>Total purchase price allocation</b>	<b>\$ 261,838</b>

The purchase price exceeded the fair value of the net tangible and identifiable intangible assets acquired, resulting in the recognition of goodwill. Goodwill is primarily attributable to expected synergies in our subscription offerings and cross-selling opportunities. None of the goodwill is expected to be deductible for U.S. federal income tax purposes.

Intangible assets consist primarily of customer relationships, content, developed technology and other intangible assets. Customer relationship intangibles relate to iSIGHT's ability to sell current and future content, as well as products built around this content, to its existing customers. Content intangibles represent threat intelligence data gathered through the analysis of cyber-crimes, cyber attacks, hacking, and cyber criminals. Intangible assets attributable to developed technology include a combination of patented and unpatented technology, trade secrets, computer software and research processes that represent the foundation for the existing and planned new products to facilitate the generation of new content. The estimated useful life and fair values of the identifiable intangible assets are as follows (in thousands):

	<b>Estimated Useful Life (in years)</b>	<b>Amount</b>
Customer relationships	7	\$ 33,700
Content	4	30,100
Developed technology	4-6	17,100
Trade name	5	3,100
Non-competition agreements	2	1,100
<b>Total identifiable intangible assets</b>		<b>\$ 85,100</b>

The value of customer relationships and content was estimated using the excess earnings method, an income approach (Level 3), which converts projected revenues and costs into cash flows. To reflect the fact that certain other assets contribute to the cash flows generated, the returns for these contributory assets were removed to arrive at estimated cash flows solely attributable to the customer relationships and content, which were discounted at rates of 15% and 14%, respectively.

The value of developed technology and the trade name was estimated using the relief-from-royalty method, an income approach (Level 3), which estimates the cost savings that accrue to the owner of the intangible asset that would otherwise be payable as royalties or license fees on revenues earned through the use of the asset. A royalty rate is applied to the projected revenues associated with the intangible asset to determine the amount of savings, which is then discounted to determine the fair value. The developed technology and trade name were valued using royalty rates of 10% and 1%, respectively, and discounted at rates of 14% and 15%, respectively.

The results of operations of iSIGHT have been included in our condensed consolidated statements of operations from the acquisition date, and contributed \$9.4 million to our consolidated revenues and \$2.3 million to our consolidated net loss during the three months ended March 31, 2016. Subsequent to March 31, 2016, the operations of iSIGHT were integrated with the Company's operations. Pro forma results of operations have not been presented because the acquisition was not material to our results of operations.

#### ***Acquisition of Invotas***

On February 1, 2016, we acquired all of the outstanding shares of privately held Invotas, a provider of security automation and orchestration technology. This acquisition enables us to deliver a premier security orchestration capability as part of our global threat management platform to unify cyber attack detection results, threat intelligence and incident response elements of an organization's security program into a single console, giving enterprises the ability to respond more quickly to attacks through automation.

In connection with this acquisition, we paid upfront cash consideration of \$17.7 million and issued 742,026 shares of our common stock with an estimated fair value of \$11.1 million. This resulted in total purchase consideration of \$28.8 million. Additionally, we replaced unvested option awards with grants of 95,614 restricted stock units which will vest over the requisite service period of four years, and granted an additional 1,002,748 restricted stock units which were scheduled to vest upon the achievement of stated performance milestones over a period of approximately three years, subject to continuing service during that time. A portion of these awards have since been released following the achievement of the first milestone, while another portion of these awards were modified to vest subject only to continuing service. These awards are being recognized as operating expense over the requisite service periods as they relate to post-combination services.

The acquisition of Invotas was accounted for in accordance with the acquisition method of accounting for business combinations with FireEye as the accounting acquirer. We expensed the related acquisition costs of \$0.5 million in general and administrative expenses. We also assumed and paid liabilities of \$0.7 million for transaction costs incurred by Invotas prior to acquisition, which were accounted for separate from consideration transferred. Under the acquisition method of accounting, the total purchase consideration is allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. The total purchase price of \$28.8 million was allocated using information currently available to us. Allocation of the purchase price is as follows (in thousands):

	<b>Amount</b>
Net tangible liabilities assumed	\$ (306)
Intangible assets	8,400
Deferred tax liability	(688)
Goodwill	21,349
<b>Total purchase price allocation</b>	<b>\$ 28,755</b>

The purchase price exceeded the fair value of the net tangible and identifiable intangible assets acquired, resulting in the recognition of goodwill. Goodwill is primarily attributable to increased selling opportunities. None of the goodwill is expected to be deductible for U.S. federal income tax purposes.

Intangible assets consist primarily of developed technology, in-process research and development and other intangible assets. Developed technology intangibles include a combination of patented and unpatented technology, trade secrets, computer software and research processes that represent the foundation for the existing and planned new product offerings. The in-process research and development intangible represents the estimated fair value of acquired research projects which had not reached technological feasibility at acquisition date, but have since been developed into products. The estimated useful life and fair values of the identifiable intangible assets are as follows (in thousands):

	<b>Estimated Useful Life (in years)</b>	<b>Amount</b>
Developed technology	4	\$ 4,500
In-process research and development	N/A	2,800
Customer relationships	10	800
Non-competition agreements	3	300
<b>Total identifiable intangible assets</b>		<b>\$ 8,400</b>

The value of developed technology and in-process research and development (IPR&D) was estimated using the excess earnings method, an income approach (Level 3), which converts projected revenues and costs into cash flows. To reflect the fact that certain other assets contribute to the cash flows generated, the returns for these contributory assets were removed to arrive at estimated cash flows solely attributable to the developed technology and IPR&D, which were discounted at rates of 16% and 17% , respectively.

As of December 31, 2016, all in-process research and development obtained in our acquisition of Invotas was put into service.

The results of operations of Invotas have been included in our condensed consolidated statements of operations from the acquisition date. Pro forma results of operations have not been presented because the acquisition was not material to our results of operations.

#### **Goodwill and Purchased Intangible Assets**

There were no changes in the carrying amount of goodwill for the three months ended March 31, 2017 .

Purchased intangible assets consisted of the following (in thousands):

	<b>As of March 31, 2017</b>	<b>As of December 31, 2016</b>
Developed technology	\$ 102,593	\$ 102,593
Content	158,700	158,700
Customer relationships	109,800	109,800
Contract backlog	12,500	12,500
Trade names	15,500	15,500
Non-competition agreements	1,400	1,400
<b>Total intangible assets</b>	<b>400,493</b>	<b>400,493</b>
Less: accumulated amortization	(171,248)	(156,461)

Total net intangible assets

\$	229,245	\$	244,032
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Amortization expense of intangible assets during the three months ended March 31, 2017 and 2016 was \$14.8 million and \$15.2 million, respectively.

The expected future annual amortization expense of intangible assets as of March 31, 2017 is presented below (in thousands):

Years Ending December 31,	Amount
2017 (remaining nine months)	\$ 44,331
2018	47,433
2019	45,547
2020	31,171
2021	29,282
2022 and thereafter	31,481
Total	<u>\$ 229,245</u>

## 6. Restructuring Charges

We initiated a series of restructuring activities during 2016, including a restructuring plan approved by our Board of Directors designed to reduce operating expenses and align our expense structure with growth expectations. This restructuring plan resulted in a 10% reduction in our workforce, the consolidation of certain real estate facilities and the impairment of certain assets in 2016.

The following table sets forth a summary of restructuring activities during the three months ended March 31, 2017 (in thousands):

	Severance and related costs	Facilities costs	Total costs
Balance, December 31, 2016	\$ 1,221	\$ 2,246	\$ 3,467
Cash payments	(686)	(289)	(975)
Other adjustments	(380)	(59)	(439)
Balance, March 31, 2017	<u>\$ 155</u>	<u>\$ 1,898</u>	<u>\$ 2,053</u>

Other adjustments of negative \$0.4 million represent relief of unused benefits, changes in fair value and foreign currency fluctuations.

The remaining restructuring balance of \$2.1 million at March 31, 2017 is composed of \$0.2 million of severance payments which we expect to pay during the second quarter of 2017, and \$1.9 million of non-cancelable lease costs which we expect to pay over the terms of the related obligations through the third quarter of 2024, net of sublease income.

## 7. Deferred Revenue

Deferred revenue consisted of the following (in thousands):

	As of March 31, 2017	As of December 31, 2016
Product, current	\$ 9,245	\$ 8,924
Subscription and services, current	387,383	388,194
Total deferred revenue, current	<u>396,628</u>	<u>397,118</u>
Product, non-current	4,059	4,748
Subscription and services, non-current	231,498	251,650
Total deferred revenue, non-current	<u>235,557</u>	<u>256,398</u>
Total deferred revenue	<u>\$ 632,185</u>	<u>\$ 653,516</u>

## 8. Convertible Senior Notes

### Convertible Senior Notes

In June 2015, we issued \$460.0 million principal amount of 1.000% Convertible Senior Notes due 2035 (the "Series A Notes") and \$460.0 million principal amount of 1.625% Convertible Senior Notes due 2035 (the "Series B Notes" and together with the Series A Notes, the "Convertible Senior Notes"), including the full exercise of the initial purchasers' over-allotment option, in a private placement to qualified institutional purchasers pursuant to an exemption from registration provided by Section 4(a)(2) and Rule 144A under the Securities Act of 1933, as amended. The net proceeds after the initial purchasers' discount of \$23.0 million

and issuance costs of \$0.5 million from the Convertible Senior Notes were \$896.5 million . The Series A Notes and Series B Notes bear interest at 1.000% per year and 1.625% per year, respectively, payable semiannually in arrears on June 1 and December 1 of each year, beginning December 1, 2015. The Convertible Senior Notes mature on June 1, 2035, unless earlier repurchased, redeemed or converted.

The Convertible Senior Notes are unsecured obligations and rank senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the Convertible Senior Notes. They rank equally in right of payment with all of our existing and future liabilities that are not expressly subordinated to the Convertible Senior Notes and effectively rank junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness. They are structurally junior to all indebtedness and other liabilities (including trade payables) of our subsidiaries.

The Convertible Senior Notes do not contain any financial covenants and do not restrict us from paying dividends or issuing or repurchasing our other securities.

The initial conversion rate on each series of Convertible Senior Notes is 16.4572 shares of our common stock per \$1,000 principal amount of Convertible Senior Notes, which is equivalent to an initial conversion price of approximately \$60.76 per share of common stock. The conversion rate of each series of Convertible Senior Notes may be adjusted upon the occurrence of certain specified events, but not for accrued and unpaid interest.

Holders may convert the Convertible Senior Notes at their option in multiples of \$1,000 principal amount prior to March 1, 2035, excluding the period from March 1, 2020 to June 1, 2020 in the case of the Series A Notes and March 1, 2022 to June 1, 2022 in the case of the Series B Notes, only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ended on September 30, 2015 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price for the Convertible Senior Notes of the relevant series on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which the trading price per \$1,000 principal amount of Series A Notes or Series B Notes, as applicable, for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate for the notes of the relevant series on each such trading day;
- if we call any or all of the Convertible Senior Notes of a series for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the relevant redemption date; or
- upon the occurrence of specified corporate events, as specified in each indenture governing the Convertible Senior Notes.

Regardless of the foregoing conditions, holders may convert their Convertible Senior Notes at their option in multiples of \$1,000 principal amount at any time during the period from March 1, 2020 to June 1, 2020 in the case of the Series A Notes and during the period from March 1, 2022 to June 1, 2022 in the case of the Series B Notes, or after March 1, 2035 until maturity for either series of Convertible Senior Notes. Upon conversion, the Convertible Senior Notes can be settled in cash, shares of our common stock or any combination thereof at our option.

We may be required by holders of the Convertible Senior Notes to repurchase all or any portion of their Convertible Senior Notes at 100% of the principal amount plus accrued and unpaid interest, on each of June 1, 2020, June 1, 2025 and June 1, 2030, in the case of the Series A Notes, and each of June 1, 2022, June 1, 2025 and June 1, 2030 in the case of the Series B Notes. Holders may also require us to repurchase the Convertible Senior Notes if we undergo a "fundamental change," as defined in each indenture governing the Convertible Senior Notes, at a purchase price equal to 100% of the principal amount, plus accrued and unpaid interest.

Additionally, we may redeem for cash all or any portion of the Series B Notes on or after June 1, 2020 until June 1, 2022 if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending not more than three trading days immediately preceding the date we provide notice of redemption. We also may redeem for cash all or any portion of the Series A Notes on or after June 1, 2020 until maturity and all or any portion of the Series B Notes on or after June 1, 2022 until maturity, regardless of the foregoing sale price condition.

In accordance with accounting for debt with conversions and other options, we allocated the principal amount of the Convertible Senior Notes into liability and equity components. We also allocated the total amount of initial purchasers' discount and transaction costs incurred to the liability and equity components using the same proportions as the proceeds from the Convertible Senior Notes. Transaction costs of \$0.4 million and \$0.1 million and initial purchasers' discount of \$17.6 million and \$5.4 million were attributable to the liability component and equity component of the Convertible Senior Notes, respectively.

The liability and equity components of the Convertible Senior Notes consisted of the following (in thousands):

	As of March 31, 2017		As of December 31, 2016	
	Series A Notes	Series B Notes	Series A Notes	Series B Notes
Liability component:				
Principal	\$ 460,000	\$ 460,000	\$ 460,000	\$ 460,000
Less: Convertible senior notes discounts and issuance costs, net of amortization	(69,132)	(99,662)	(74,126)	(103,894)
Net carrying amount	\$ 390,868	\$ 360,338	\$ 385,874	\$ 356,106
Equity component, net of issuance costs	\$ 92,567	\$ 117,834	\$ 92,567	\$ 117,834

The unamortized discounts and issuance costs as of March 31, 2017 will be amortized over a weighted-average remaining period of approximately 4.3 years .

Interest expense for the three months ended March 31, 2017 related to the Convertible Senior Notes consisted of the following (in thousands):

	Three Months Ended March 31, 2017	
	Series A Notes	Series B Notes
Coupon interest	\$ 1,150	\$ 1,869
Amortization of convertible senior notes discounts and issuance costs	4,993	4,232
Total interest expense recognized	\$ 6,143	\$ 6,101
Effective interest rate on the liability component	6.4%	6.9%

Interest expense for the three months ended March 31, 2016 related to the Convertible Senior Notes consisted of the following (in thousands):

	Three Months Ended March 31, 2016	
	Series A Notes	Series B Notes
Coupon interest	\$ 1,150	\$ 1,869
Amortization of convertible senior notes discounts and issuance costs	4,743	4,037
Total interest expense recognized	\$ 5,893	\$ 5,906
Effective interest rate on the liability component	6.4%	7.0%

### ***Prepaid Forward Stock Purchase***

In connection with the issuance of the Convertible Senior Notes, we also entered into privately negotiated prepaid forward stock purchase transactions (each a "Prepaid Forward") with one of the initial purchasers of the Convertible Senior Notes (the "Forward Counterparty"), pursuant to which we paid approximately \$150.0 million . The amount of the prepaid is equivalent to approximately 3.3 million shares which are to be settled on or around June 1, 2020 and June 1, 2022, respectively, subject to any early settlement, in whole or in part, of each Prepaid Forward. The Prepaid Forwards are intended to facilitate privately negotiated derivative transactions by which investors in the Convertible Senior Notes will be able to hedge their investment in the Convertible Senior Notes. In the event we pay any cash dividends on our common stock, the Forward Counterparty will pay an equivalent amount back to us.

The related shares were accounted for as a repurchase of common stock, and are presented as Treasury Stock in the unaudited condensed consolidated balance sheets. The 3.3 million shares of common stock purchased under the Prepaid Forwards are excluded from weighted-average shares outstanding for basic and diluted EPS purposes although they remain legally outstanding.

## **9. Commitments and Contingencies**

### ***Leases***

We lease our facilities under various non-cancelable operating leases, which expire on various dates through the year ending December 31, 2027. In August 2016, we entered into a lease agreement for our new corporate headquarters, expected to commence mid-2017. Rent expense is recognized using the straight-line method over the term of the lease. Rent expense, net of sublease income, was \$4.1 million and \$3.6 million for the three months ended March 31, 2017 and 2016 , respectively.

The aggregate future non-cancelable minimum rental payments on our operating leases, as of March 31, 2017, are as follows (in thousands):

Years Ending December 31,	Amount
2017 (remaining nine months)	\$ 11,822
2018	16,553
2019	12,915
2020	12,787
2021	10,992
2022 and thereafter	39,276
<b>Total</b>	<b>\$ 104,345</b>

Total future non-cancelable minimum rental payments have not been reduced by future minimum sublease rentals totaling \$7.1 million.

We are party to letters of credit totaling \$3.2 million and \$3.1 million as of March 31, 2017 and December 31, 2016, respectively, issued primarily in support of operating leases at several of our facilities. These letters of credit are collateralized by a line with our bank. No amounts have been drawn against these letters of credit.

#### ***Contract Manufacturer Commitments***

Our independent contract manufacturers procure components and assemble our products based on our forecasts. These forecasts are based on estimates of future demand for our products, which are in turn based on historical trends and an analysis from our sales and product marketing organizations, adjusted for overall market conditions. In order to reduce manufacturing lead times and plan for adequate supply, we may issue forecasts and orders for components and products that are non-cancelable. As of March 31, 2017 and December 31, 2016, we had non-cancelable open orders of \$12.7 million and \$10.2 million, respectively. We are required to record a liability for firm, non-cancelable and unconditional purchase commitments with contract manufacturers and suppliers for quantities in excess of our future demand forecasts. As of March 31, 2017, we have not accrued any significant costs for such non-cancelable commitments.

#### ***Purchase Obligations***

As of March 31, 2017, we had approximately \$22.5 million of non-cancelable firm purchase commitments primarily for purchases of software and services. In those situations in which we have received delivery of the goods or services as of March 31, 2017 under purchase orders outstanding as of the same date, such amounts are reflected in the condensed consolidated balance sheet as accounts payable or accrued liabilities, and are excluded from the \$22.5 million.

#### ***Litigation***

We accrue for contingencies when we believe that a loss is probable and that we can reasonably estimate the amount of any such loss. We have made an assessment of the probability of incurring any such losses and whether or not those losses are estimable.

On June 20, 2014, a purported stockholder class action lawsuit was filed in the Superior Court of California, County of Santa Clara, against the Company, current and former members of our Board of Directors, current and former officers, and the underwriters of our March 2014 follow-on public offering. On July 17, 2014, a substantially similar lawsuit was filed in the same court against the same defendants. The actions were consolidated and, on March 4, 2015, an amended complaint was filed, alleging violations of the federal securities laws on behalf of a purported class consisting of purchasers of the Company's common stock pursuant or traceable to the registration statement and prospectus for the follow-on public offering, and seeking unspecified compensatory damages and other relief. On April 20, 2015, defendants filed demurrers seeking that the amended complaint be dismissed. On August 11, 2015, the court overruled defendants' demurrers. On November 16, 2015, plaintiffs filed a motion seeking certification of the putative class, which the court granted in part and denied in part on July 11, 2016. On January 6, 2016, the Company and the individual defendants filed a motion for judgment on the pleadings seeking that the action be dismissed for lack of subject-matter jurisdiction, which the court denied on April 1, 2016. On May 19, 2016, the Company and the individual defendants filed a petition for a writ of mandate seeking the overturning of the court's denial of the motion for judgment on the pleadings. On September 8, 2016, the court of appeal denied the petition. On September 16, 2016, the Company and the individual defendants filed a petition for review with the Supreme Court of California. On November 9, 2016, the Supreme Court of California denied the petition for review. On December 8, 2016, the Company and the individual defendants filed a petition for a writ of certiorari before the United States Supreme Court. On February 6, 2017, the parties submitted to the Superior Court a stipulation of settlement. The terms of the settlement include a release and dismissal of all claims against all defendants without any liability or wrongdoing attributed to them. On February 7, 2017, plaintiffs filed an unopposed motion for preliminary approval of the settlement, which the Superior Court granted. The settlement, which is immaterial to the Company's consolidated financial statements, is subject to stockholder notice, court approval, and other customary conditions.

On January 28, 2015, certain of the Company's officers and directors were named as defendants in a putative derivative action filed in the Superior Court of California, County of Santa Clara. On April 21, 2015, a substantially similar lawsuit was filed in the same court against the same defendants. The Company is named as a nominal defendant in both actions. The actions were consolidated and a



consolidated complaint was filed on June 15, 2015, purporting to allege claims for breach of fiduciary duty and unjust enrichment. On July 15, 2015, defendants filed demurrers to the consolidated complaint. On December 4, 2015, the court sustained, with leave to amend, defendants' demurrers on the basis that plaintiffs had failed adequately to allege derivative standing. Plaintiffs filed an amended complaint on May 3, 2016. On June 8, 2016, defendants filed demurrers to the amended complaint, which the court sustained on August 29, 2016, dismissing the case with prejudice. Plaintiffs filed a notice of appeal on October 27, 2016. Based on information currently available, the Company has determined that the amount of any possible loss or range of possible loss is not reasonably estimable.

In February 2016, a lawsuit was filed in the Superior Court of California, County of Santa Clara, by one of the plaintiffs in the aforementioned putative derivative action against the Company, seeking production of certain books and records pursuant to Delaware and California law. On May 16, 2016, the court sustained the Company's demurrer to the petition, without leave to amend. Plaintiff filed a notice of appeal on October 27, 2016. The appeal was dismissed on April 14, 2017.

We are also subject to legal proceedings, claims and litigation, including intellectual property litigation, arising in the ordinary course of business. Such matters are subject to many uncertainties and outcomes, and are not predictable with assurance.

To the extent there is a reasonable possibility that a loss exceeding amounts already recognized may be incurred, and the amount of such additional loss would be material, we will either disclose the estimated additional loss or state that such an estimate cannot be made. We do not currently believe that it is reasonably possible that additional losses in connection with litigation arising in the ordinary course of business would be material.

### ***Indemnification***

Under the indemnification provisions of our standard sales related contracts, we agree to defend our customers against third-party claims asserting infringement of certain intellectual property rights, which may include patents, copyrights, trademarks, or trade secrets, and to pay judgments entered on such claims. Our exposure under these indemnification provisions is generally limited to the total amount paid by our customer under the agreement. However, certain agreements include indemnification provisions that could potentially expose us to losses in excess of the amount received under the agreement. In addition, we indemnify our officers, directors, and certain key employees for actions taken while they are or were serving in good faith in such capacities. Through March 31, 2017, there have been no claims under any indemnification provisions.

### **10. Common Shares Reserved for Issuance**

We have 100,000,000 shares of convertible preferred stock with a par value of \$0.0001 per share authorized, none of which were issued and outstanding as of March 31, 2017 or December 31, 2016.

Under our amended and restated certificate of incorporation, we are authorized to issue 1,000,000,000 shares of common stock with a par value of \$0.0001 per share as of March 31, 2017 and December 31, 2016. Each share of common stock outstanding is entitled to one vote. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by our Board of Directors, subject to the prior rights of holders of all classes of convertible preferred stock outstanding.

We had reserved shares of common stock for issuance as follows (in thousands):

	<b>As of March 31, 2017</b>	<b>As of December 31, 2016</b>
Reserved under stock award plans	43,435	38,005
Convertible Senior Notes	15,141	15,141
ESPP	4,597	2,851
Total	<u>63,173</u>	<u>55,997</u>

### **11. Equity Award Plans**

We have operated under our 2013 Equity Incentive Plan ("2013 Plan") since our initial public offering ("IPO") in September 2013. Our 2013 Plan provides for the issuance of restricted stock and the granting of options, stock appreciation rights, performance shares, performance units and restricted stock units to our employees, officers, directors and consultants. Our 2013 Plan provides for annual increases in the number of shares available for issuance on the first day of each fiscal year. Awards granted under the 2013 Plan vest over the periods determined by our Board of Directors or compensation committee of our Board of Directors, generally four years, and stock options granted under the 2013 Plan expire no more than ten years after the date of grant. In the case of an incentive stock option granted to an employee who at the time of grant owns stock representing more than 10% of the total combined voting power of all classes of stock, the exercise price shall be no less than 110% of the fair value per share on the date of grant, and the award shall expire five years from the date of grant. For options granted to any other employee, the per share exercise price shall be no less than 100% of the fair value per share on the date of grant. In the case of non-statutory stock options and options granted to consultants, the per share exercise price shall be no less than 100% of the fair value per share on the date of grant. Stock that is purchased prior to vesting is subject to our right of repurchase at any time following termination of the participant's service for so

long as such stock remains unvested. Approximately 11.4 million shares and 10.0 million shares of our common stock were reserved for future grants as of March 31, 2017 and December 31, 2016, respectively, under the 2013 Plan.

Our 2013 Employee Stock Purchase Plan ("ESPP") allows eligible employees to acquire shares of our common stock at 85% of the lower of the fair market value of our common stock on the first trading day of each offering period or on the exercise date. Our ESPP provides for annual increases in the number of shares available for issuance on the first day of each fiscal year. An aggregate of approximately 4.6 million shares and 2.9 million shares of common stock were available for future issuance as of March 31, 2017 and December 31, 2016, respectively, under our ESPP.

From time to time, we also grant restricted common stock or restricted stock awards outside of our equity incentive plans to certain employees in connection with acquisitions.

### ***Stock Option Activity***

A summary of the activity for our stock option changes during the reporting period and a summary of information related to options vested and options exercisable are presented below (in thousands, except per share amounts and contractual life years):

	<b>Options Outstanding</b>				
	<b>Number of Shares</b>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Grant Date Fair Value (per share)</b>	<b>Weighted-Average Contractual Life (years)</b>	<b>Aggregate Intrinsic Value</b>
Balance — December 31, 2016	8,085	\$ 10.7		5.4	\$ 40,304
Exercised	(906)	4.76			6,645
Cancelled	(160)	29.74			
Balance — March 31, 2017	7,019	\$ 11.04		5.2	\$ 37,567
Options exercisable — March 31, 2017	6,647	\$ 10.30		5.1	\$ 37,136

### ***Restricted Stock Award (RSA) and Restricted Stock Unit (RSU) Activity***

A summary of the activity for our restricted common stock, RSAs and RSUs, including those subject to performance conditions, during the reporting period and a summary of information related to unvested restricted common stock, RSAs and RSUs, including those expected to vest based on the achievement of a performance condition, are presented below (in thousands, except per share amounts and contractual life years):

	<b>Number of Shares</b>	<b>Weighted-Average Grant Date Fair Value (per share)</b>	<b>Weighted-Average Contractual Life (years)</b>	<b>Aggregate Intrinsic Value</b>
Unvested balance — December 31, 2016	19,883	\$ 22.23	1.5	\$ 236,605
Granted	9,674	11.53		
Vested	(2,341)	24.16		
Cancelled	(2,233)	16.04		
Unvested balance — March 31, 2017	24,983	\$ 17.80	1.7	\$ 315,029
Unvested awards for which the requisite service period has not been rendered and vesting is subject to the achievement of a performance condition — March 31, 2017	4,694	\$ 14.66	2.2	\$ 59,192

### ***Stock-Based Compensation***

We record stock-based compensation based on the fair value as determined on the date granted. We determine the fair value of stock options and shares of common stock to be issued under the ESPP using the Black-Scholes option-pricing model. The fair value of restricted stock units and restricted stock awards equals the market value of the underlying stock on the date of grant. We grant performance-based restricted stock units and restricted stock awards to certain employees which vest upon the achievement of certain performance conditions, subject to the employees' continued service relationship with us. We assess the probability of vesting at each reporting period and adjust our compensation cost based on this probability assessment. We recognize such compensation expense on a straight-line basis over the service provider's requisite service period.

Stock-based compensation expense related to stock options, ESPP and restricted stock units and awards is included in the condensed consolidated statements of operations as follows (in thousands):

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Cost of product revenue	\$ 535	\$ 667
Cost of subscription and services revenue	7,497	9,601
Research and development	14,525	24,430
Sales and marketing	14,015	16,154
General and administrative	7,317	13,215
Total	<u>\$ 43,889</u>	<u>\$ 64,067</u>

As of March 31, 2017, total compensation cost related to stock-based awards not yet recognized was \$349.0 million, which is expected to be amortized on a straight-line basis over the weighted-average remaining vesting period of approximately 2.5 years.

## 12. Income Taxes

We account for income taxes under the asset and liability method. Under this method, deferred income tax assets and liabilities are determined based upon the difference between the financial statement carrying amounts and the tax basis of assets and liabilities and are measured using the enacted tax rate expected to apply to taxable income in the years in which the differences are expected to be reversed.

We recognized a provision for income taxes of \$1.3 million for the three months ended March 31, 2017, and a benefit from income taxes of \$10.0 million during the three months ended March 31, 2016. The tax provision during the three months ended March 31, 2017 is primarily due to foreign and state income taxes. The tax benefit during the three months ended March 31, 2016 is primarily due to the reversal of the U.S. valuation allowances as a result of recording a similar amount of acquisition related U.S. deferred tax liabilities, which are considered a source of future taxable income available to realize the benefit of U.S. deferred tax assets.

## 13. Net Loss per Share

Basic net loss per share is calculated by dividing net loss by the weighted average number of common shares outstanding during the period, less shares subject to repurchase, and excludes any dilutive effects of employee share based awards and warrants. Diluted net income per common share is computed giving effect to all potentially dilutive common shares, including common stock issuable upon exercise of stock options, conversion of the Convertible Senior Notes, and unvested restricted common stock and stock units. As we had net losses for the three months ended March 31, 2017 and 2016, all potential common shares were determined to be anti-dilutive.

The following table sets forth the computation of net loss per common share (in thousands, except per share amounts):

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>Numerator:</b>		
Net loss	\$ (82,988)	\$ (155,900)
<b>Denominator:</b>		
Weighted average number of shares outstanding—basic and diluted	172,236	158,781
Net loss per share—basic and diluted	<u>\$ (0.48)</u>	<u>\$ (0.98)</u>

The following outstanding options and unvested shares were excluded (as common stock equivalents) from the computation of diluted net loss per common share for the periods presented as their effect would have been anti-dilutive (in thousands):

	<b>As of March 31,</b>	
	<b>2017</b>	<b>2016</b>
Options to purchase common stock	7,019	10,627
Unvested early exercised common shares	—	647

Unvested restricted stock awards and units	24,983	23,896
Convertible senior notes	15,141	15,141
ESPP shares	784	667

## 14. Employee Benefit Plan

### 401(k) Plan

We have established a 401(k) tax-deferred savings plan (the “401(k) Plan”) which permits participants to make contributions by salary deduction pursuant to Section 401(k) of the Internal Revenue Code of 1986, as amended. All participants’ interests in their deferrals are 100% vested when contributed. We are responsible for administrative costs of the 401(k) Plan and have made no matching contributions into our 401(k) Plan since inception. Under the 401(k) Plan, pre-tax contributions are allocated to each participant’s individual account and are then invested in selected investment alternatives according to the participants’ directions. The 401(k) Plan is intended to qualify under Sections 401(a) and 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) Plan and earnings on those contributions are not taxable to the employees until distributed, and all contributions are deductible by us when and if made.

## 15. Segment and Major Customers Information

We conduct business globally and are primarily managed on a geographic basis. Our Chief Executive Officer, who is our chief operating decision maker, reviews financial information presented on a consolidated basis accompanied by information about revenue by geographic region for purposes of allocating resources and evaluating financial performance. There are no segment managers who are held accountable for operations, operating results, and plans for levels, components, or types of products or services below the consolidated unit level. Accordingly, we are considered to be in a single reportable segment and operating unit structure.

Revenue by geographic region based on the billing address is as follows (in thousands):

	Three Months Ended March 31,	
	2017	2016
Revenue:		
United States	\$ 115,004	\$ 115,852
EMEA	25,321	24,442
APAC	25,853	21,823
Other	7,560	5,849
Total revenue	<u>\$ 173,738</u>	<u>\$ 167,966</u>

Long lived assets by geographic region based on physical location is as follows (in thousands):

	As of March 31,	As of December 31,
	2017	2016
Property and Equipment, net:		
United States	\$ 43,800	\$ 43,214
International	17,014	18,638
Total property and equipment, net	<u>\$ 60,814</u>	<u>\$ 61,852</u>

For the three months ended March 31, 2017 and 2016, one distributor represented 19% and 17%, respectively, and one reseller represented 12% and 11%, respectively, of the Company's total revenue. As of March 31, 2017 and December 31, 2016, no customer represented 10% or more of the Company's net accounts receivable balance.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K filed with the SEC on February 24, 2017. The following discussion and analysis contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include, but are not limited to, statements regarding:

- beliefs and objectives for future operations, financial condition and prospects, including trends in revenue, gross margin, operating expenses and other financial metrics;
- our restructuring plan, including workforce reductions and related charges, as well as anticipated cost savings;
- our business plan and our ability to effectively manage our growth and associated investments;
- our ability to timely and effectively scale and adapt our existing technology;
- our ability to pursue opportunities in new and existing markets;
- our ability to innovate new products and bring them to market in a timely manner;
- our ability to expand internationally;
- our ability to further penetrate our existing customer base;
- our expectations concerning renewal rates for subscriptions and services by existing customers as well as cancellations;
- cost of revenue, including changes in costs associated with production, manufacturing and customer support;
- operating expenses, including changes in research and development, sales and marketing, and general and administrative expenses;
- our expectations concerning the transition of customers from product sales to our cloud-based solutions;
- our expectations concerning relationships with third parties, including channel partners and logistics providers;
- our expectations concerning investments in our product development organization and in the development of our sales and marketing teams;
- economic and industry trends or trend analysis;
- the effects of seasonal trends on our results of operations;
- the attraction and retention of qualified employees and key personnel;
- future acquisitions of or investments in complementary companies, products, subscriptions or technologies; and
- the sufficiency of our existing cash and investments to meet our cash needs for at least the next 12 months

as well as other statements regarding our future operations, financial condition and prospects, and business strategies. Forward-looking statements generally can be identified by words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “will be,” “will continue,” “will likely result,” and similar expressions. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q, and in particular, the risks discussed under the caption “Risk Factors” in Item 1A of Part II of this Quarterly Report on Form 10-Q and those discussed in other documents we file with the SEC. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

### Overview

We provide comprehensive intelligence-based cybersecurity solutions that allow organizations to prepare for, prevent, respond to and remediate cyber attacks. Our portfolio of cybersecurity products and services is designed to detect and prevent attacks as well as enable rapid discovery and response when a breach occurs.

### Our Business Model

We generate revenue from sales of our products, subscriptions and services. Our product revenue consists primarily of revenue from the sale of our appliance-based threat detection and prevention solutions, consisting of NX, EX, HX and FX Series of security appliances. While our NX Series of integrated appliances still accounts for the largest portion of our product revenue, we offer our threat detection and prevention products in multiple form factors for cloud and hybrid deployments. Our detection and prevention products are complemented by our forensics and investigation products, our security management appliance, our orchestration software and our

consulting services to enable a proactive approach to cybersecurity that extends across the entire security operations lifecycle. Revenue from sales of our security appliances is generally recognized at the time of shipment.

We require customers to purchase a subscription to our DTI cloud and support and maintenance services when they purchase any of our appliance-based detection and prevention products. Our customers generally purchase these subscriptions and services for a one or three year term, and revenue from such subscriptions is recognized ratably over the subscription period. Sales of these subscriptions and support services initially increase our deferred revenue, which totaled \$632.2 million and \$653.5 million as of March 31, 2017 and December 31, 2016, respectively. Amortization of this deferred revenue has contributed to the increase in our subscription and services revenue as a percentage of total revenue. For the three months ended March 31, 2017 and 2016, subscription and services revenue as a percentage of total revenue was 86% and 80%, respectively. While most of the growth in our subscription and services revenue during such periods relates to the amortization of the initial subscription and services agreements, renewals of such agreements have also supported this growth. Our renewal rate for subscriptions and support expiring in the 12 months ended March 31, 2017 was approximately 90%, and we expect to maintain high renewal rates in the future due to the significant value we believe these subscriptions and support add to the efficacy of our product portfolio.

Beyond the product and attached threat intelligence subscriptions and support and maintenance services, we offer several security-as-a-service offerings, including Cloud MVX, ETP, TAP, FireEye-as-a-Service and our newly introduced FireEye Helix platform. Revenue from these security-as-a-service subscriptions is recognized ratably over the subscription term, which is typically one to three years. We also offer professional services, including incident response and other security consulting services for our customers who have experienced a cybersecurity breach or require assistance assessing the resilience of their networks. Revenue from these professional services is recognized as the services are delivered.

### Key Business Metrics

We monitor the key business metrics set forth below to help us evaluate growth trends, establish budgets, measure the effectiveness of our sales and marketing efforts, and assess operational efficiencies. We discuss revenue and gross margin below under “Components of Operating Results.” Deferred revenue, billings (a non-GAAP metric), net cash flow provided by (used in) operating activities, and free cash flow (a non-GAAP metric) are discussed immediately below the following table.

	Three Months Ended or As of	
	March 31,	
	2017	2016
	(Dollars in thousands)	
Product revenue	\$ 23,743	\$ 33,707
Subscription and services revenue	149,995	134,259
Total revenue	\$ 173,738	\$ 167,966
Year-over-year percentage increase	3%	34%
Gross margin percentage	63%	57%
Deferred revenue, current	\$ 396,628	\$ 329,095
Deferred revenue, non-current	\$ 235,557	\$ 236,987
Billings (non-GAAP)	\$ 152,407	\$ 185,963
Net cash used in operating activities	\$ (16,952)	\$ (22,516)
Free cash flow (non-GAAP)	\$ (25,435)	\$ (36,773)

*Deferred revenue.* Our deferred revenue consists of amounts that have been invoiced but have not yet been recognized as revenue as of period end. The majority of our deferred revenue consists of the unamortized balance of revenue from previously invoiced subscriptions to our threat intelligence, security-as-a-service and support and maintenance contracts. Subscriptions and support and maintenance contracts are generally non-cancelable, except for cause, and are typically invoiced and paid up-front. Because invoiced amounts for subscriptions and services can be for multiple years, we classify our deferred revenue as current or non-current depending on when we expect to recognize the related revenue. If the deferred revenue is expected to be recognized within 12 months it is classified as current, otherwise, the deferred revenue is classified as non-current. We monitor our deferred revenue balance because it represents a significant portion of revenue to be recognized in future periods.

*Billings.* Billings are a non-GAAP financial metric that we define as revenue recognized in accordance with generally accepted accounting principles, or GAAP, plus the change in deferred revenue from the beginning to the end of the period, excluding deferred revenue assumed through acquisitions. We consider billings to be a useful metric for management and investors, as a supplement to the corresponding GAAP measure, because billings drive deferred revenue, which is an important indicator of the health and visibility of trends in our business, and represent a significant percentage of future revenue. However, it is important to note that other companies, including companies in our industry, may not use billings, may define billings differently, may have different billing frequencies, or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of billings as a comparative measure.

For the three months ended March 31, 2016, billings exclude \$21.1 million of deferred revenue assumed in connection with our acquisitions. A reconciliation of billings to revenue, the most directly comparable financial measure calculated and presented in accordance with GAAP, is provided below:

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>(in thousands)</b>		
Revenue	\$ 173,738	\$ 167,966
Add: Deferred revenue, end of period	632,185	566,082
Less: Deferred revenue, beginning of period	653,516	526,998
Less: Deferred revenue assumed through acquisitions	—	21,087
<b>Billings (non-GAAP)</b>	<b>\$ 152,407</b>	<b>\$ 185,963</b>

*Net cash provided by (used in) operating activities.* We monitor net cash provided by (used in) operating activities as a measure of our overall business performance. Our net cash provided by (used in) operating activities is driven in large part by sales of our products and from up-front payments for both subscriptions and support and maintenance services. Monitoring net cash provided by (used in) operating activities enables us to analyze our financial performance without the non-cash effects of certain items, such as depreciation, amortization, and stock-based compensation costs, thereby allowing us to better understand and manage the cash needs of our business.

*Free cash flow.* Free cash flow is a non-GAAP financial measure we define as net cash provided by (used in) operating activities, the most directly comparable GAAP financial measure, less purchases of property and equipment and demonstration units. We consider free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by our business that, after the purchases of property and equipment and demonstration units, can be used by us for strategic opportunities, including investing in our business, making strategic acquisitions and strengthening our balance sheet if and when generated. However, it is important to note that other companies, including companies in our industry, may not use free cash flow, may calculate free cash flow differently, or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of free cash flow as a comparative measure. A reconciliation of free cash flow to cash flow provided by (used in) operating activities is provided below:

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>(In thousands)</b>		
Net cash used in operating activities	\$ (16,952)	\$ (22,516)
Less: purchase of property and equipment and demonstration units	8,483	14,257
<b>Free cash flow (non-GAAP)</b>	<b>\$ (25,435)</b>	<b>\$ (36,773)</b>
Net cash used in investing activities	\$ (8,724)	\$ (197,347)
Net cash used in financing activities	\$ (34,617)	\$ (7,126)

## Factors Affecting our Performance

*Market Adoption.* We rely on market education to raise awareness of today's next-generation cyber attacks and articulate the need for our security solutions and, in particular, the reasons to purchase our products. Our prospective customers often do not have a specific portion of their IT budgets allocated for products that address the next generation of advanced cyber attacks. We invest heavily in sales and marketing efforts to increase market awareness, educate prospective customers and drive adoption of our solution. This market education is critical to creating new IT budget dollars or allocating IT budget dollars across enterprises and governments for next-generation threat protection solutions and, in particular, our platform. Our investment in market education has also increased awareness of us and our solution in international markets. The degree to which prospective customers recognize the mission critical need for next-generation threat protection solutions, including recent enhancements to our endpoint solution and newly introduced FireEye Helix platform, and subsequently allocate budget dollars for our platform, will drive our ability to acquire new customers and increase renewals and follow-on sales opportunities, which, in turn, will affect our future financial performance.

*Sales Productivity.* Our sales organization consists of in-house sales teams who work in collaboration with external partners to identify new sales prospects, sell additional products, subscriptions and services, and provide post-sale support. To date, we have primarily targeted large enterprise and government customers, who typically have sales cycles that can last several months or more. We have also expanded our inside sales teams to pursue customers in the small and medium enterprise, or SME, market.

Newly hired sales and marketing resources will require several months to establish prospect relationships and drive overall sales productivity. In addition, sales teams in certain international markets will face local markets that have not had significant market education



about the advanced security threats that our platform addresses. All of these factors will influence the timing and overall levels of sales productivity, impacting the rate at which we will be able to convert prospects to sales and drive revenue growth.

*Renewal Rates* . New or existing customers who purchase one of our appliances are required to purchase a one or three year subscription to our DTI cloud and support and maintenance services. New or existing customers who purchase our Security Forensic Products System or Central Management System appliances are required to purchase support and maintenance services for a term of one or three years.

We believe our renewal rate is an important metric to measure the long-term value of customer agreements and our ability to retain our customers. We calculate our renewal rate by dividing the number of renewing customers who were due for renewal in any rolling 12 month period by the number of customers who were due for renewal in that rolling 12 month period. Our renewal rate for subscriptions and support expiring in the 12 months ended March 31, 2017 was approximately 90% . These high renewal rates are primarily attributable to the incremental value added to our appliances by our cloud subscriptions, support and maintenance services and other professional services. As cloud subscriptions, support and maintenance services and other professional services represented 86% and 80% of our total revenue during the three months ended March 31, 2017 and 2016 , respectively, we believe our ability to maintain high renewal rates for these subscriptions and services will have a material impact on our future financial performance.

*Follow-On Sales* . After the initial sale to a new customer, we focus on expanding our relationship with such customer to sell additional products, subscriptions and services. To grow our revenue, it is important that our customers make additional purchases of our products, subscriptions and services. Sales to our existing customer base can take the form of incremental sales of appliances, subscriptions and services, either to deploy our platform into additional parts of their network or to protect additional threat vectors. Our opportunity to expand our customer relationships through follow-on sales will increase as we add new customers, broaden our product portfolio to support more threat vectors, add new services, increase network performance and enhance functionality. Follow-on sales lead to increased revenue over the lifecycle of a customer relationship and can significantly increase the return on our sales and marketing investments. With some of our most significant customers, we have realized follow-on sales that were multiples of the value of their initial purchases.

## **Components of Operating Results**

### ***Revenue***

We generate revenue from the sales of our products, subscriptions and services. As discussed further in “Critical Accounting Policies and Estimates-Revenue Recognition” under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on February 24, 2017 , revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is reasonably assured.

- *Product revenue* . Our product revenue is generated from sales of our appliances, which we generally recognize at the time of shipment, provided that all other revenue recognition criteria have been met.
- *Subscription and services revenue* . Subscription and services revenue is generated primarily from our cloud subscriptions, FireEye-as-a-Service, support and maintenance services and other professional services. We recognize revenue from subscriptions and support and maintenance services over the one or three year contract term, as applicable. Professional services, which includes incident response and compromise assessments, are offered on a time-and-material basis or through a fixed fee arrangement, and we recognize the associated revenue as the services are delivered.

### ***Cost of Revenue***

Our total cost of revenue consists of cost of product revenue and cost of subscription and services revenue. Personnel costs associated with our operations and global customer support organizations consist of salaries, benefits, bonuses and stock-based compensation. Overhead costs consist of certain facilities, depreciation and information technology costs.

- *Cost of product revenue* . Cost of product revenue primarily consists of costs paid to our third-party contract manufacturers for our appliances and personnel and other costs in our manufacturing operations department. Our cost of product revenue also includes product testing costs, shipping costs and allocated overhead costs. We expect our cost of product revenue to decrease as our product revenue decreases, as customers' buying preferences shift away from on premise appliance-based solutions and towards cloud-based and cloud-enabled solutions. Our cost of product revenue may increase as a percentage of product revenue due to the fixed nature of a portion of these costs.
- *Cost of subscription and services revenue* . Cost of subscription and services revenue consists of personnel costs for our global customer support and services organization and allocated overhead costs. We expect our cost of subscription and services revenue to decrease as a percentage of total revenue.

### ***Gross Margin***

Gross margin, or gross profit as a percentage of revenue, has been and will continue to be affected by a variety of factors, including our average selling price, manufacturing costs, the mix of products sold, and the mix of revenue among products, subscriptions and services. We expect our gross margins to fluctuate over time depending on these factors.

### ***Operating Expenses***

Our operating expenses consist of research and development, sales and marketing and general and administrative expenses, as well as restructuring charges. Personnel costs are the most significant component of operating expenses and consist of salaries, benefits, bonuses, stock-based compensation and, with regard to sales and marketing expense, sales commissions. Operating expenses also include allocated overhead costs consisting of certain facilities, depreciation and information technology costs.

- *Research and development.* Research and development expense consists primarily of personnel costs and allocated overhead. Research and development expense also includes prototype related expenses. We expect research and development expense to decrease as a percentage of total revenue.
- *Sales and marketing.* Sales and marketing expense consists primarily of personnel costs, partner referral fees, incentive commission costs and allocated overhead. We expense commission costs as incurred. Sales and marketing expense also includes costs for market development programs, promotional and other marketing activities, travel, depreciation of proof-of-concept evaluation units and outside consulting costs. We expect sales and marketing expense to decrease as a percentage of total revenue.
- *General and administrative .* General and administrative expense consists of personnel costs, professional service costs and allocated overhead. General and administrative personnel include our executive, finance, human resources, facilities and legal organizations. Professional service costs consist primarily of legal, auditing, accounting and other consulting costs. We expect general and administrative expense to decrease as a percentage of total revenue.
- *Restructuring charges.* In February 2016, we initiated a series of business restructuring plans to reduce our cost structure and improve efficiency. The expenses incurred primarily consisted of employee severance charges and other termination benefits, as well as real estate and related fixed asset charges for the consolidation of certain leased facilities.

### ***Interest Income***

Interest income consists of interest earned on our cash and cash equivalent and investment balances. We have historically invested our cash in money-market funds and other short-term, high quality securities. We expect interest income to vary each reporting period depending on our average investment balances during the period, types and mix of investments and market interest rates.

### ***Interest Expense***

Interest expense is primarily a result of our convertible senior notes, consisting of interest at the stated rate (coupon) and amortization of discounts and issuance costs.

### ***Other Income (Expense), Net***

Other income (expense), net includes gains or losses on the disposal of fixed assets, gains or losses from our equity-method investment, foreign currency re-measurement gains and losses and foreign currency transaction gains and losses. We expect other income (expense), net to fluctuate depending primarily on foreign exchange rate movements.

### ***Provision for (Benefit from) Income Taxes***

Provision for income taxes primarily relates to income taxes payable in foreign jurisdictions in which we conduct business, withholding taxes, and state income taxes in the United States. The provision is offset by tax benefits primarily related to the reversal of valuation allowances previously established against our deferred tax assets. Should the tax benefits exceed the provision, then a net tax benefit from income taxes is reflected for the period. Income in certain countries may be taxed at statutory tax rates that are lower than the U.S. statutory tax rate. As a result, our overall effective tax rate over the long-term may be lower than the U.S. federal statutory tax rate due to net income being subject to foreign income tax rates that are lower than the U.S. federal statutory rate.

## Results of Operations

The following table summarizes our results of operations for the periods presented and as a percentage of our total revenue for those periods. The period-to-period comparison of results is not necessarily indicative of results for future periods.

	Three Months Ended March 31,			
	2017		2016	
	Amount	% of total Revenue	Amount	% of total Revenue
(Dollars In thousands)				
Revenue:				
Product	\$ 23,743	14 %	\$ 33,707	20 %
Subscription and services	149,995	86	134,259	80
Total revenue	173,738	100	167,966	100
Cost of revenue:				
Product	12,851	7	17,133	10
Subscription and services	51,754	30	54,297	33
Total cost of revenue	64,605	37	71,430	43
Total gross profit	109,133	63	96,536	57
Operating expenses:				
Research and development	58,352	33	85,983	51
Sales and marketing	94,880	55	123,028	73
General and administrative	27,615	16	42,256	25
Restructuring charges	—	—	1,670	1
Total operating expenses	180,847	104	252,937	150
Operating loss	(71,714)	(41)	(156,401)	(93)
Interest income	2,032	1	1,465	1
Interest expense	(12,245)	(7)	(11,809)	(7)
Other income, net	232	—	815	—
Loss before income taxes	(81,695)	(47)	(165,930)	(99)
Provision for (benefit from) income taxes	1,293	1	(10,030)	(6)
Net loss attributable to common stockholders	\$ (82,988)	(48)%	\$ (155,900)	(93)%

## Comparison of the Three Months Ended March 31, 2017 and 2016

### Revenue

	Three Months Ended March 31,					
	2017		2016		Change	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	%
(Dollars in thousands)						
<b>Revenue:</b>						
Product	\$ 23,743	14%	\$ 33,707	20%	\$ (9,964)	(30)%
Subscription and services	149,995	86	134,259	80	15,736	12
Total revenue	\$ 173,738	100%	\$ 167,966	100%	\$ 5,772	3 %
<b>Subscription and services by type:</b>						
Product subscription	\$ 87,054	50%	\$ 74,163	44%	\$ 12,891	17 %
Support and maintenance	33,207	19	28,413	17%	4,794	17
Professional services	29,734	17	31,683	19%	(1,949)	(6)
Total subscription and services revenue	\$ 149,995	86%	\$ 134,259	80%	\$ 15,736	12 %
<b>Revenue by geographic region:</b>						
United States	\$ 115,004	66%	\$ 115,852	69%	\$ (848)	(1)%
EMEA	25,321	15	24,442	15	879	4
APAC	25,853	15	21,823	13	4,030	18
Other	7,560	4	5,849	3	1,711	29
Total revenue	\$ 173,738	100%	\$ 167,966	100%	\$ 5,772	3 %

Product revenue decreased by \$10.0 million , or 30% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . The decrease in product revenue was primarily due to a shift in customer buying preferences away from on premise appliance-based solutions to cloud-based and cloud-enabled subscriptions, including security delivered as a service. As a result, revenue from sales of our threat prevention appliances has declined as revenue from our cloud-based solutions has increased. Our NX Series of security appliances continued to account for the largest portion of our product revenue. This reflects the fact that customers who purchase our product portfolio generally purchase more NX Series appliances than our other appliances, as their networks typically have more Web entry points than email or file entry points to protect. We expect product revenue to decline as part of this ongoing transition from on premise appliance-based solutions to cloud-based and cloud-enabled subscriptions.

Subscription and services revenue increased by \$15.7 million , or 12% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . This increase was comprised of subscription revenue of \$12.9 million and support and maintenance revenue of \$4.8 million , partially offset by a decrease in professional services revenue of \$2.0 million . The increases in subscription revenue of \$12.9 million and support and maintenance revenue of \$4.8 million were primarily due to an increase in initial customer purchases of \$5.6 million and the amortization of deferred subscription and support revenue related to renewals of \$12.1 million during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . We expect a continued transition of customers from product sales to our cloud subscriptions. Given our high renewal rate, we expect revenue from the amortization of deferred subscription and support related to renewals to increase as a percentage of our total revenue from subscription and support. Our renewal rate for subscription and support agreements expiring in the 12 months ended March 31, 2017 was approximately 90% .

Our international revenue increased \$6.6 million , or 13% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 , which reflects our increasing international market presence.

Cost of Revenue and Gross Margin

	Three Months Ended March 31,					
	2017		2016		Change	
	Amount	Gross Margin	Amount	Gross Margin	Amount	%
(Dollars in thousands)						
Cost of revenue:						
Product	\$ 12,851		\$ 17,133		\$ (4,282)	(25)%
Subscription and services	51,754		54,297		(2,543)	(5)
Total cost of revenue	<u>\$ 64,605</u>		<u>\$ 71,430</u>		<u>\$ (6,825)</u>	<u>(10)%</u>
Gross margin:						
Product		46%		49%		
Subscription and services		65%		60%		
Total gross margin		63%		57%		

The cost of product revenue decreased \$4.3 million , or 25% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . The decrease in cost of product revenue was primarily driven by fewer product shipments which drove lower hardware costs.

The cost of subscription and services revenue decreased \$2.5 million , or 5% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . The decrease in cost of subscription and services revenue was due to a \$1.3 million decrease in personnel costs, \$0.8 million decrease in travel and \$1.5 million decrease in facility and IT costs, all driven by lower headcount and cost optimizations from our 2016 restructuring activities. Additionally, \$0.4 million of the decrease was due to lower amortization of intangible assets, as previously acquired intangibles became fully amortized. These decreases were partially offset by a \$1.5 million increase in software costs to support our cloud subscriptions and services.

Gross margin increased during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 , due to an increase in subscription and services margins, partially offset by a decrease in product margins. The decreased product margins were driven by decreased shipments, partially offset by lower costs per unit. The increased subscription and services margins were driven by cost optimizations from our 2016 restructuring activities.

Operating Expenses

	Three Months Ended March 31,					
	2017		2016		Change	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	%
(Dollars in thousands)						
Operating expenses:						
Research and development	\$ 58,352	33%	\$ 85,983	51%	\$ (27,631)	(32)%
Sales and marketing	94,880	55	123,028	73	(28,148)	(23)
General and administrative	27,615	16	42,256	25	(14,641)	(35)
Restructuring charges	—	—	1,670	1%	(1,670)	(100)
Total operating expenses	<u>\$ 180,847</u>	<u>104%</u>	<u>\$ 252,937</u>	<u>150%</u>	<u>\$ (72,090)</u>	<u>(29)%</u>
Includes stock-based compensation expense of:						
Research and development	\$ 14,525		\$ 24,430			
Sales and marketing	14,015		16,154			
General and administrative	7,317		13,215			
Total	<u>\$ 35,857</u>		<u>\$ 53,799</u>			

Research and Development

Research and development expense decreased \$27.6 million , or 32% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . The decrease was due to a \$23.5 million decrease in personnel costs, which includes a \$9.9 million decrease in stock-based compensation charges, and a \$2.5 million decrease in facility and IT costs, both driven by lower headcount and cost optimizations from our 2016 restructuring activities.

### *Sales and Marketing*

Sales and marketing expense decreased \$28.1 million , or 23% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . The decrease was due to an \$18.1 million decrease in personnel costs, which includes a \$2.1 million decrease in stock-based compensation charges and a \$6.5 million decrease in commissions, as well as a \$2.4 million decrease in travel and a \$3.2 million decrease in facility and IT costs, all driven by lower headcount and cost optimizations from our 2016 restructuring activities. Additionally, \$1.4 million of the decrease was for lower depreciation expense associated with demonstration units.

### *General and Administrative*

General and administrative expense decreased \$14.6 million , or 35% , during the three months ended March 31, 2017 compared to the three months ended March 31, 2016 . The decrease was due to a \$7.5 million decrease in personnel costs, which includes a \$5.9 million decrease in stock-based compensation charges, driven by lower headcount and cost optimizations from our 2016 restructuring activities. Additionally, \$6.0 million of the decrease was for lower legal and other professional service vendor costs, which were higher during the three months ended March 31, 2016 due to the acquisitions of iSIGHT and Invotas.

### *Restructuring Charges*

We incurred no restructuring expenses during the three months ended March 31, 2017 . During the three months ended March 31, 2016 , we incurred restructuring charges of approximately \$1.7 million , which primarily related to employee severance charges and other termination benefits.

### *Interest Income*

	Three Months Ended March 31,		Change	
	2017	2016	Amount	%
	(Dollars in thousands)			
Interest income	\$ 2,032	\$ 1,465	\$ 567	39%

Interest income increased for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 , due to a higher rate of return on our investments, partially offset by lower average balances in our cash and cash equivalents and investments.

### *Interest Expense*

	Three Months Ended March 31,		Change	
	2017	2016	Amount	%
	(Dollars in thousands)			
Interest expense	\$ (12,245)	\$ (11,809)	\$ 436	4%

Interest expense increased for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 due to greater amortization of discount and issuance costs related to our convertible senior notes.

### *Other Income (Expense), Net*

	Three Months Ended March 31,		Change	
	2017	2016	Amount	%
	(Dollars in thousands)			
Other income, net	\$ 232	\$ 815	\$ (583)	(72)%

Other income (expense), net decreased for the three months ended March 31, 2017 compared to the three months ended March 31, 2016 , primarily due to lower foreign currency transaction gains.

*Provision for (Benefit from) Income Taxes*

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>(Dollars in thousands)</b>	
Provision for (benefit from) income taxes	\$ 1,293	\$ (10,030)
Effective tax rate	(1.6)%	6.0%

We recorded a tax provision for the three months ended March 31, 2017 compared to a tax benefit for the three months ended March 31, 2016. The change to a tax provision for the three months ended March 31, 2017 was primarily due to the reversal of a valuation allowance in connection with the acquisitions of iSIGHT and Invotas included for the three months ended March 31, 2016, which was not included for the three months ended March 31, 2017. We continue to maintain a full valuation allowance on all of our U.S. deferred tax assets as of March 31, 2017.

**Liquidity and Capital Resources**

	<b>As of March 31, 2017</b>	<b>As of December 31, 2016</b>
	<b>(In thousands)</b>	
Cash and cash equivalents	\$ 163,374	\$ 223,667
Short-term investments	\$ 711,637	\$ 712,058

  

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>(In thousands)</b>	
Cash used in operating activities	\$ (16,952)	\$ (22,516)
Cash used in investing activities	(8,724)	(197,347)
Cash used in financing activities	(34,617)	(7,126)
Net decrease in cash and cash equivalents	\$ (60,293)	\$ (226,989)

As of March 31, 2017, our cash and cash equivalents of \$163.4 million were held for working capital, capital expenditures, investment in technology, debt servicing and business acquisition purposes, of which approximately \$65.7 million was held outside of the United States. We consider the undistributed earnings of our foreign subsidiaries as of March 31, 2017 to be indefinitely reinvested outside the United States on the basis of estimates that future domestic cash generation will be sufficient to meet future domestic cash needs and our plan for reinvestment of our foreign subsidiaries' undistributed earnings.

In February 2016, we acquired Invotas, a provider of security automation and orchestration technology. We paid upfront cash consideration of \$17.7 million and issued 742,026 shares of our common stock with an estimated fair value of \$11.1 million.

In January 2016, we acquired iSIGHT, one of the world's leading providers of cyber threat intelligence for global enterprises. We paid upfront cash consideration of \$192.8 million, incurred liabilities of \$39.1 million contingent upon the achievement of a threat intelligence bookings target on or before the end of the second quarter of 2018, and issued 1,793,305 shares of our common stock with an estimated fair value of \$29.9 million.

We believe that our existing cash and cash equivalents and short-term investments and any cash inflow from operations will be sufficient to meet our anticipated cash needs, including cash we will consume for operations, for at least the next 12 months. Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of spending to support development efforts, the introduction of new and enhanced product and service offerings, the cost of any future acquisitions of technology or businesses, and the continuing market acceptance of our products. In the event that additional financing is required from outside sources, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, operating results and financial condition would be adversely affected.

**Operating Activities**

During the three months ended March 31, 2017, our operating activities used cash of \$17.0 million. We incurred a net loss of \$83.0 million, which included net non-cash expenses of \$81.9 million, primarily consisting of stock-based compensation charges and depreciation and amortization expense. Our net change in operating assets and liabilities used cash of \$15.8 million, primarily related to decreases in

deferred revenue of \$21.3 million and accrued liabilities of \$7.9 million , partially offset by cash sourced from a reduction in accounts receivable of \$14.6 million .

During the three months ended March 31, 2016 , our operating activities provided cash of \$22.5 million . We incurred a net loss of \$155.9 million , which included net non-cash expenses of \$93.4 million , primarily consisting of stock-based compensation charges and depreciation and amortization expense. Our net change in operating assets and liabilities provided cash of \$40.0 million , primarily sourced from deferred revenue for \$18.0 million , as a result of increases in sales of subscriptions and support and maintenance services, and accounts receivable for \$43.1 million , resulting from increased collections, which benefited from the restructuring of programs to incentivize early payment. These sources of cash were partially offset by the use of cash related to current liabilities of \$19.2 million , which included the payment of \$7.7 million for transaction costs incurred by iSIGHT and Invotas prior to acquisition.

#### ***Investing Activities***

Cash used in investing activities during the three months ended March 31, 2017 was \$8.7 million , primarily for capital expenditures to purchase property and equipment and demonstration units.

Cash used in investing activities during the three months ended March 31, 2016 was \$197.3 million , primarily for the acquisitions of iSIGHT and Invotas and, to a lesser extent, capital expenditures to purchase property and equipment and demonstration units, partially offset by net redemptions of short-term investments.

#### ***Financing Activities***

During the three months ended March 31, 2017 , financing activities used \$34.6 million in cash, primarily for the contingent earn-out payment related to the acquisition of iSIGHT, as the threat intelligence bookings target was determined to be achieved in February 2017, partially offset by proceeds from the exercise of employee stock options.

During the three months ended March 31, 2016 , financing activities used \$7.1 million in cash, primarily for the repayment of debt assumed through acquisitions, partially offset by proceeds from the exercise of employee stock options.

#### **Contractual Obligations and Commitments**

There have been no significant changes to our contractual obligations and commitments discussed in our Annual Report on Form 10-K filed with the SEC on February 24, 2017 , except for those disclosed in Note 9 Commitments and Contingencies contained in the "Notes to Condensed Consolidated Financial Statements" in Item 1 of Part I of this Quarterly Report on Form 10-Q.

#### **Off-Balance Sheet Arrangements**

As of March 31, 2017 , we did not have any relationships with unconsolidated entities or financial partnerships, such as structured finance or special purpose entities, which were established for the purpose of facilitating off-balance sheet arrangements or other purposes.

#### **Critical Accounting Policies and Estimates**

Our condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. We evaluate our estimates and assumptions on an ongoing basis. Actual results may differ from these estimates. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected.

There have been no significant changes to any significant accounting policies described in our Annual Report on Form 10-K filed with the SEC on February 24, 2017 . See Note 1 Description of Business and Summary of Significant Accounting Policies contained in the "Notes to Condensed Consolidated Financial Statements" in Item 1 of Part I of this Quarterly Report on Form 10-Q for these changes.

#### **Recent Accounting Pronouncements**

See Note 1 Description of Business and Summary of Significant Accounting Policies contained in the "Notes to Condensed Consolidated Financial Statements" in Item 1 of Part I of this Quarterly Report on Form 10-Q for a full description of the recent accounting pronouncements and our expectation of their impact, if any, on our results of operations and financial conditions.



### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

#### ***Foreign Currency Exchange Risk***

Our sales contracts are primarily denominated in U.S. dollars. A portion of our operating expenses are incurred outside the United States and are denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Indian Rupee, British Pound Sterling, Japanese Yen and Euro. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our statement of operations. On June 23, 2016, the United Kingdom ("U.K.") held a referendum in which British voters approved an exit from the European Union ("EU"), commonly referred to as "Brexit." This resulted in an adverse impact to currency exchange rates, notably the British Pound Sterling which experienced a sharp decline in value compared to the U.S. dollar and other currencies. Continued volatility in currency exchange rates is expected in the near term as the U.K. negotiates its exit from the EU, which could result in greater transaction gains or losses in our statement of operations.

The effect of a hypothetical 10% adverse change in foreign exchange rates on monetary assets and liabilities at March 31, 2017 would not be material to our financial condition or results of operations. To date, foreign currency transaction gains and losses and exchange rate fluctuations have not been material to our financial statements, and we have not engaged in any foreign currency hedging transactions.

As our international operations continue to grow, our risks associated with fluctuations in currency rates will become greater, and we will continue to reassess our approach to managing this risk. In addition, currency fluctuations or a weakening U.S. dollar can increase the costs of our international expansion, and a strengthening U.S. dollar could slow international demand as products and services priced in U.S. dollars become more expensive.

#### ***Interest Rate Risk***

We had cash and cash equivalents and investments of \$875.0 million and \$935.7 million as of March 31, 2017 and December 31, 2016, respectively, consisting of bank deposits, money market funds, certificates of deposit, commercial paper and bonds issued by corporate institutions and U.S. government agencies. Such interest-earning instruments carry a degree of interest rate risk. To date, fluctuations in interest income have not been significant.

We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. We have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in interest rates.

Our cash flow exposure due to changes in interest rates related to our debt is limited as our Convertible Senior Notes have fixed interest rates at 1.000% and 1.625%. The fair value of the Convertible Senior Notes may increase or decrease for various reasons, including fluctuations in the market price of our common stock, fluctuations in market interest rates and fluctuations in general economic conditions. Based upon the quoted market price as of March 31, 2017, the fair value of our Convertible Senior Notes was approximately \$843.5 million.

A hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our financial statements.

## **Item 4. Controls and Procedures**

### ***Limitations on Effectiveness of Controls***

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

### ***Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2017. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2017, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

### ***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

The information set forth under the "Litigation" subheading in Note 9 Commitments and Contingencies contained in the "Notes to Condensed Consolidated Financial Statements" in Item 1 of Part I of this Quarterly Report on Form 10-Q is incorporated herein by reference.

### Item 1A. Risk Factors

*Our operations and financial results are subject to various risks and uncertainties including those described below. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, also may become important factors that affect us. Please see page 21 of this Quarterly Report on Form 10-Q for a discussion of forward-looking statements that are qualified by these risk factors. If any of the following risks or others not specified below materialize, our business, financial condition and results of operations could be materially adversely affected. In that case, the trading price of our common stock could decline.*

#### Risks Related to Our Business and Our Industry

***If the IT security market does not continue to adopt our security platforms, our sales will not grow as quickly as anticipated, or at all, and our business, results of operations and financial condition would be harmed.***

Our future success depends on market adoption of our unique approach to IT security. We are seeking to disrupt the IT security market with our security platforms. Our platforms interoperate with but do not replace most signature-based IT security products. Enterprises and governments that use signature-based security products, such as firewalls, intrusion prevention systems, or IPS, anti-virus, or AV, and Web and messaging gateways, for their IT security may be hesitant to purchase our security platforms if they believe that signature-based products are more cost effective, provide substantially the same functionality as our platforms or provide a level of IT security that is sufficient to meet their needs. Currently, most enterprises and governments have not allocated a fixed portion of their budgets to protect against next-generation advanced cyber attacks. As a result, to expand our customer base, we need to convince potential customers to allocate a portion of their discretionary budgets to purchase our platforms. However, even if we are successful in doing so, any future deterioration in general economic conditions may cause our customers to cut their overall IT spending, and such cuts may fall disproportionately on products and services like ours, for which no fixed budgetary allocation has been made. If we do not succeed in convincing customers that our platforms should be an integral part of their overall approach to IT security and that a fixed portion of their annual IT budgets should be allocated to our platforms, our sales will not grow as quickly as anticipated, or at all, which would have an adverse impact on our business, results of operations and financial condition.

Even if there is significant demand for security solutions like ours, if our competitors include functionality that is, or is perceived to be, better than or equivalent to that of our platforms, we may have difficulty increasing the market penetration of our platforms. Furthermore, even if the functionality offered by other IT security providers is different and more limited than the functionality of our platforms, organizations may elect to accept such limited functionality in lieu of adding products from additional vendors like us, especially if competitor offerings are free or available at a lower cost.

In addition, changes in customer requirements could reduce customer demand for our security solutions. For example, if customers were to reduce their number of web egress points in order to reduce their cyber attack surface, they would not need to purchase as many of our Network Threat Prevention appliances, which currently account for the largest portion of our threat prevention product revenue. Similarly, if one or more governments share, on a free or nearly free basis, threat intelligence with other governmental agencies or organizations, such as critical infrastructure companies, then those agencies or organizations might have less demand for additional threat intelligence and may purchase less of our threat intelligence offerings.

If enterprises and governments do not continue to adopt our security platforms for any of the reasons discussed above or for other reasons not contemplated, our sales would not grow as quickly as anticipated, or at all, and our business, results of operations and financial condition would be harmed.

***We have had operating losses each year since our inception, and may not achieve or maintain profitability in the future.***

We have incurred operating losses each year since 2004, including net losses of \$83.0 million and \$155.9 million during the three months ended March 31, 2017 and 2016, respectively. Our revenue growth may slow or our revenue may decline for a number of reasons, including reduced demand for our platform, increased competition, a decrease in the growth or size of the IT security market, particularly the market for solutions that target the next generation of advanced cyber attacks, or any failure to capitalize on growth opportunities. Any failure to increase our revenue as we grow our business could prevent us from achieving or, if achieved, maintaining profitability. If we are unable to meet these risks and challenges as we encounter them, our business, financial condition and results of operations may suffer.

In addition, we may have difficulty achieving profitability under U.S. GAAP, due to stock-based compensation, intangible amortization and other non-cash charges.

***We face intense competition and could lose market share to our competitors, which could adversely affect our business, financial condition and results of operations.***

The market for security products and services is intensely competitive and characterized by rapid changes in technology, customer requirements, industry standards and frequent new product introductions and improvements. We anticipate continued challenges from current competitors, which in many cases are more established and enjoy greater resources than us, as well as by new entrants into the industry. If we are unable to anticipate or effectively react to these competitive challenges, our competitive position could weaken, and we could experience a decline in our growth rate or revenue that could adversely affect our business and results of operations.

Our competitors and potential competitors include large networking vendors such as Cisco Systems, Inc. and Juniper Networks, Inc. that may emulate or integrate virtual-machine features similar to ours into their own products; large companies such as Intel, IBM, and HPE that have acquired large IT security specialist vendors in recent years and have the technical and financial resources and broad customer bases needed to bring competitive solutions to the market; independent IT security vendors such as Sourcefire (which was acquired by Cisco Systems, Inc.) and Palo Alto Networks that offer products that claim to perform similar functions to our platform; small and large companies that offer point solutions that compete with some of the features present in our platform; and other providers of incident response and compromise assessment services. Other IT providers offer, and may continue to introduce, security features that compete with our platform, either in stand-alone security products or as additional features in their network infrastructure products. Many of our existing competitors have, and some of our potential competitors could have, substantial competitive advantages such as:

- greater name recognition, longer operating histories and larger customer bases;
- larger sales and marketing budgets and resources;
- broader distribution and established relationships with channel and distribution partners and customers;
- greater customer support resources;
- greater resources to make acquisitions;
- lower labor and research and development costs;
- larger and more mature intellectual property portfolios; and
- substantially greater financial, technical and other resources.

In addition, some of our larger competitors have substantially broader product offerings and may be able to leverage their relationships with distribution partners and customers based on other products or incorporate functionality into existing products to gain business in a manner that discourages users from purchasing our products, subscriptions and services, including by selling at zero or negative margins, product bundling or offering closed technology platforms. Potential customers may also prefer to purchase from their existing suppliers rather than a new supplier regardless of product performance or features. As a result, even if the features of our platform are superior, customers may not purchase our products. In addition, new innovative start-up companies, and larger companies that are making significant investments in research and development, may invent similar or superior products and technologies that compete with our platform. Our current and potential competitors may also establish cooperative relationships among themselves or with third parties that may further enhance their resources.

Some of our competitors have made or could make acquisitions of businesses that allow them to offer more competitive and comprehensive solutions. As a result of such acquisitions, our current or potential competitors may be able to accelerate the adoption of new technologies that better address end-customer needs, devote greater resources to bring these products and services to market, initiate or withstand substantial price competition, or develop and expand their product and service offerings more quickly than we do. These competitive pressures in our market or our failure to compete effectively may result in price reductions, fewer orders, reduced revenue and gross margins, and loss of market share.

If we are unable to compete successfully, or if competing successfully requires us to take costly actions in response to the actions of our competitors, our business, financial condition and results of operations could be adversely affected.

***Real or perceived defects, errors or vulnerabilities in our products or services, the misconfiguration of our products, the failure of our products or services to block malware or prevent a security breach, or the failure of customers to take action on attacks identified by our products could harm our reputation and adversely impact our business, financial position and results of operations.***

Because our products and services are complex, they have contained and may contain design or manufacturing defects or errors that are not detected until after their deployment. Our products also provide our customers with the ability to customize a multitude of settings, and it is possible that a customer could misconfigure our products or otherwise fail to configure our products in an optimal manner. Such defects and misconfigurations of our products could cause our products or services to be vulnerable to security attacks, cause them to fail to secure networks and detect and block threats, or temporarily interrupt the networking traffic of our customers. In addition, because the techniques used by computer hackers to access or sabotage networks change frequently and generally are not

recognized until launched against a target, there is a risk that an advanced attack could emerge that our products and services are unable to detect or prevent. Moreover, as our products and services are adopted by an increasing number of enterprises and governments, it is possible that the individuals and organizations behind advanced malware attacks will begin to focus on finding ways to defeat our products and services. If this happens, our networks, products, services and subscriptions could be targeted by attacks specifically designed to disrupt our business and undermine the perception that our products and services are capable of providing superior IT security, which, in turn, could have a serious impact on our reputation as a provider of virtual machine-based security solutions. Any breach or perceived security breaches of our network could materially and adversely affect our business, financial condition and results of operations.

If any of our customers becomes infected with malware after using our products or services, such customer could be disappointed with our products and services, regardless of whether our products or services blocked the theft of any of such customer's data or would have blocked such theft if configured properly. Similarly, if our products detect attacks against a customer but the customer has not permitted our products to block the theft of customer data, customers and the public may erroneously believe that our products were not effective. For any security breaches against customers that use our services, such as customers that have hired us to monitor their networks and endpoints through our own or our co-branded security operation centers, breaches against those customers may result in customers and the public believing that our products and services failed. Furthermore, if any enterprises or governments that are publicly known to use our products or services are the subject of an advanced cyber attack that becomes publicized, our other current or potential customers may look to our competitors for alternatives to our products and services. Real or perceived security breaches of our customers' networks could cause disruption or damage to their networks or other negative consequences and could result in negative publicity to us, damage to our reputation, declining sales, increased expenses and customer relations issues.

Furthermore, our products and services may fail to detect or prevent malware, viruses, worms or similar threats for any number of reasons, including our failure to enhance and expand our products and services to reflect industry trends, new technologies and new operating environments, the complexity of the environment of our clients and the sophistication of malware, viruses and other threats. In addition, from time to time, firms test our products against other security products. Our products may fail to detect or prevent threats in any particular test for a number of reasons, including misconfiguration. To the extent potential customers, industry analysts or testing firms believe that the occurrence of a failure to detect or prevent any particular threat is a flaw or indicates that our products or services do not provide significant value, our reputation and business could be harmed. Failure to keep pace with technological changes in the IT security industry and changes in the threat landscape could adversely affect our ability to protect against security breaches and could cause us to lose customers. In addition, in the event that a customer suffers a cyber attack, we could be subject to claims based on a misunderstanding of the scope of our contractual warranties or the protection afforded by the Support Anti-Terrorism by Fostering Effective Technologies Act of 2002, or the SAFETY Act.

Any real or perceived defects, errors or vulnerabilities in our products and services, or any other failure of our products and services to detect an advanced threat, could result in:

- a loss of existing or potential customers or channel partners;
- delayed or lost revenue and harm to our financial condition and results of operations;
- a delay in attaining, or the failure to attain, market acceptance;
- the expenditure of significant financial and product development resources in efforts to analyze, correct, eliminate, or work around errors or defects, to address and eliminate vulnerabilities, or to identify and ramp up production with alternative third-party manufacturers;
- an increase in warranty claims, or an increase in the cost of servicing warranty claims, either of which would adversely affect our gross margins;
- harm to our reputation or brand; and
- litigation, regulatory inquiries, or investigations that may be costly and further harm our reputation.

***Our results of operations are likely to vary significantly from period to period, which could cause the trading price of our common stock to decline.***

Our results of operations have varied significantly from period to period, and we expect that our results of operations, including, but not limited to our GAAP and non-GAAP measures, will continue to vary as a result of a number of factors, many of which are outside of our control and may be difficult to predict, including:

- our ability to attract new and retain existing customers;
- changes in our mix of products, subscriptions and services sold;
- the timing and success of new product, subscription or service introductions by us or our competitors;
- real or perceived reductions in our product efficacy by our customers or in the marketplace;

- the budgeting cycles, seasonal buying patterns and purchasing practices of customers;
- the timing of shipments of our products and length of our sales cycles;
- changes in customer or reseller requirements or market needs;
- changes in the growth rate of the IT security market, particularly the market for threat protection solutions like ours that target next-generation advanced cyber attacks;
- the impact of our restructuring plan, whether the estimated cost savings associated with our restructuring plan are achieved, and any disruptions in our business caused by the implementation of our restructuring plan;
- any change in the competitive landscape of the IT security market, including consolidation among our customers or competitors;
- the level of awareness of IT security threats, particularly advanced cyber attacks, and the market adoption of our platform;
- deferral of orders from customers in anticipation of new products or product enhancements announced by us or our competitors;
- our ability to successfully expand our business domestically and internationally;
- reductions in customer renewal rates for our subscriptions and support;
- decisions by organizations to purchase IT security solutions from larger, more established security vendors or from their primary IT equipment vendors;
- changes in our pricing policies or those of our competitors;
- any disruption in, or termination of, our relationships with channel partners;
- our inability to fulfill our customers' orders due to supply chain delays or events that impact our manufacturers or their suppliers;
- insolvency or credit difficulties confronting our customers, affecting their ability to purchase or pay for our products, subscriptions and services, or confronting our key suppliers, particularly our sole source suppliers, which could disrupt our supply chain;
- the cost and potential outcomes of existing and future litigation, including, without limitation, the purported stockholder lawsuits described under the "Litigation" subheading in Note 9 Commitments and Contingencies contained in the "Notes to Consolidated Financial Statements" in Item 1 of Part I of this Quarterly Report on Form 10-Q;
- seasonality in our business;
- general economic and political conditions, both domestic and in our foreign markets, including economic and political uncertainty caused by the recent U.S. presidential election;
- future accounting pronouncements or changes in our accounting policies or practices;
- the amount and timing of operating costs and capital expenditures related to the expansion of our business; and
- increases or decreases in our revenues and expenses caused by fluctuations in foreign currency exchange rates.

Any of the above factors, individually or in the aggregate, may result in significant fluctuations in our financial and other operating results from period to period. For example, as we offer more and more solutions through subscriptions and services, it becomes increasingly difficult for us to predict whether customers will purchase our solutions as a product, a subscription or a service. If customers purchase our solutions through subscriptions and services that have less profit associated with them than our products, our operating results could be harmed. Changes in the mix of offerings sold impacts the timing of recognition of revenue for our sales. Consequently, given the different revenue recognition policies associated with sales of our products, subscriptions and services, customers purchasing more of our subscription and services offerings and less of our product offerings than we anticipated could result in our actual revenue falling below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in our stock price.

As a result of this variability, our historical results of operations should not be relied upon as an indication of future performance. Moreover, this variability and unpredictability could result in our failure to meet our operating plan or the expectations of investors or analysts for any period. If we fail to meet such expectations for these or other reasons, the market price of our common stock could fall substantially, and we could face costly lawsuits, including securities class action suits.

***Fluctuating economic conditions make it difficult to predict revenue for a particular period, and a shortfall in revenue may harm our operating results.***

Our revenue depends significantly on general economic conditions and the demand for products in the IT security market. Economic weakness, customer financial difficulties, and constrained spending on IT security may result in decreased revenue and earnings. Such factors could make it difficult to accurately forecast our sales and operating results and could negatively affect our ability to provide accurate forecasts to our contract manufacturers and manage our inventory purchases, contract manufacturer relationships and other costs and expenses. In addition, concerns regarding effects of the recent "Brexit" decision, uncertainties related to changes in public policies such as domestic and international regulations, taxes or international trade agreements as a result of the recent U.S. presidential election, as well as continued budgetary challenges in the United States and Europe and geopolitical turmoil in many parts of the world, have and may continue to put pressure on global economic conditions and overall spending on IT security. General economic weakness may also lead to longer collection cycles for payments due from our customers, an increase in customer bad debt, restructuring initiatives and associated expenses, and impairment of investments. Furthermore, the continued weakness and uncertainty in worldwide credit markets, including the sovereign debt situation in certain countries in the EU may adversely impact the ability of our customers to adequately fund their expected capital expenditures, which could lead to delays or cancellations of planned purchases of our platform.

Uncertainty about future economic conditions also makes it difficult to forecast operating results and to make decisions about future investments. Future or continued economic weakness for us or our customers, failure of our customers and markets to recover from such weakness, customer financial difficulties, and reductions in spending on IT security could have a material adverse effect on demand for our platform and consequently on our business, financial condition and results of operations.

***If we fail to effectively manage our growth, our business, financial condition and results of operations would be harmed.***

Although our business has experienced significant growth in the past, we cannot provide any assurance that our business will continue to grow at the same rate or at all. To improve our infrastructure, we continue to enhance our enterprise resource planning system, including revenue recognition and management software, and implement and enhance additional systems and controls. There is no assurance that we will be able to successfully scale improvements to our enterprise resource planning system or implement or scale improvements to our other systems, processes and controls in a manner that keeps pace with our growth or that such systems, processes and controls will be effective in preventing or detecting errors, omissions or fraud.

As part of our efforts to improve our internal systems, processes and controls, we have licensed technology from third parties. The support services available for such third-party technology are outside of our control and may be negatively affected by consolidation in the software industry. In addition, if we do not receive adequate support for the software underlying our systems, processes and controls, our ability to provide products and services to our customers in a timely manner may be impaired, which may cause us to lose customers, limit us to smaller deployments of our platform or increase our technical support costs.

Many of our expenses are relatively fixed, at least in the short term. If our projections or assumptions on which we base our projections are incorrect, we may not be able to adjust our expenses rapidly enough to avoid an adverse impact on our profitability or cash flows.

To manage this growth effectively, we must continue to improve our operational, financial and management systems and controls by, among other things:

- effectively attracting, training and integrating new employees, particularly members of our sales and management teams;
- further improving our key business applications, processes and IT infrastructure, including our data centers, to support our business needs;
- continuing to refine our ability to forecast our bookings, billings, revenues, expenses and cash flows;
- enhancing our information and communication systems to ensure that our employees and offices around the world are well coordinated and can effectively communicate with each other and our growing base of channel partners and customers;
- improving our internal control over financial reporting and disclosure controls and procedures to ensure timely and accurate reporting of our operational and financial results; and
- appropriately documenting and testing our IT systems and business processes.

These and other improvements in our systems and controls will require significant capital expenditures and the allocation of valuable management and employee resources. If we fail to implement these improvements effectively, our ability to manage our expected growth, ensure uninterrupted operation of key business systems and comply with the rules and regulations applicable to public reporting companies would be impaired, and our business, financial condition and results of operations would be harmed.

***Recent and future acquisitions and investments could disrupt our business and harm our financial condition and operating results.***

Our success will depend, in part, on our ability to expand our platform and grow our business in response to changing technologies, customer demands and competitive pressures. In some circumstances, we may decide to do so through the acquisition of complementary businesses and technologies rather than through internal development, including, for example, our acquisition of iSIGHT Security, Inc. (d/b/a iSIGHT Partners, Inc.), or iSIGHT, and our acquisition of Invotas International Corporation, or Invotas. The identification of suitable acquisition candidates can be difficult, time-consuming and costly, and we may not be able to successfully complete acquisitions that we target in the future. The risks we face in connection with acquisitions, including our acquisitions of iSIGHT and Invotas, include:

- diversion of management time and focus from operating our business to addressing acquisition integration challenges;
- coordination of research and development and sales and marketing functions;
- integration of product and service offerings;
- retention of key employees from the acquired company;
- changes in relationships with strategic partners as a result of product acquisitions or strategic positioning resulting from the acquisition;
- cultural challenges associated with integrating employees from the acquired company into our organization;
- integration of the acquired company's accounting, management information, human resources and other administrative systems;
- the need to implement or improve controls, procedures, and policies at a business that prior to the acquisition may have lacked sufficiently effective controls, procedures and policies;
- financial reporting, revenue recognition or other financial or control deficiencies of the acquired company that we don't adequately address and that cause our reported results to be incorrect;
- liability for activities of the acquired company before the acquisition, including intellectual property infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities;
- unanticipated write-offs or charges; and
- litigation or other claims in connection with the acquired company, including claims from terminated employees, customers, former stockholders or other third parties.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally. Future acquisitions could also result in dilutive issuances of equity securities. For example, in January 2016, we issued 1,793,305 shares of common stock in connection with our acquisition of iSIGHT, and in February 2016, we issued 742,026 shares of common stock in connection with our acquisition of Invotas. There is also a risk that future acquisitions will result in the incurrence of debt, contingent liabilities, amortization expenses, incremental operating expenses or the write-off of goodwill, any of which could harm our financial condition or operating results.

***Actions that we are taking to restructure our business to better align with our business model transition strategy may be costly and may not be as effective as anticipated.***

On August 2, 2016, our board of directors approved a restructuring plan and reduction in workforce to reduce operating expenses and align the company's expense structure with current growth expectations. We recognized restructuring charges of \$27.6 million during the year ended December 31, 2016, which consisted of employee severance and other termination benefits associated with a 10% reduction in our workforce, costs to consolidate certain real estate facilities and impairment charges for certain assets. These charges were primarily cash-based, with \$21.5 million being paid during 2016. The actions associated with the restructuring plan taken in 2016 are expected to result in annualized savings of at least \$80 million. However, there may be adverse consequences related to such actions which include unwanted employee attrition, various charges for severance and severance-related costs and the loss of proprietary information and in-house knowledge in connection with the planned reduction in our workforce. This type of restructuring activity may result in business disruptions and may not produce the full efficiency and cost reduction benefits anticipated. Further, the benefits may be realized later than expected and the cost of implementing these measures may be greater than anticipated. If these measures are not successful, we may need to undertake additional cost reduction efforts, which could result in future charges. Moreover, the restructuring plan may cause business disruptions with customers and elsewhere if our cost reduction efforts prove ineffective, and our business may not be more efficient or effective than prior to implementation of the plan. Our restructuring activities, including the related charges and the impact of the related workforce reduction, could have a material adverse effect on our business, operating results and financial condition.



***If we are unable to maintain successful relationships with our channel partners and technology alliance partners, or if our channel partners or technology alliance partners fail to perform, our ability to market, sell and distribute our platform will be limited, and our business, financial position and results of operations will be harmed.***

In addition to our direct sales force, we rely on our indirect channel partners to sell and support our platform. We derive a substantial portion of our revenue from sales of our products, subscriptions and services through, or with the assistance of, our indirect channel, and we expect that sales through channel partners will continue to be a significant percentage of our revenue. We also partner with our technology alliance partners to design go-to-market strategies that combine our platform with products or services provided by our technology alliance partners.

Our agreements with our channel partners and our technology alliance partners are generally non-exclusive, meaning our partners may offer customers products from several different companies, including products that compete with ours. If our channel partners do not effectively market and sell our platform, choose to use greater efforts to market and sell their own products or those of our competitors, or fail to meet the needs of our customers, our ability to grow our business and sell our platform may be adversely affected. Our channel partners and technology alliance partners may cease marketing our platform with limited or no notice and with little or no penalty, and new channel partners require extensive training and may take several months or more to achieve productivity. The loss of a substantial number of our channel partners, our possible inability to replace them, or the failure to recruit additional channel partners could materially and adversely affect our results of operations. In addition, sales by channel partners are more likely than direct sales to involve collectability concerns, particularly in developing markets. Our channel partner structure could also subject us to lawsuits or reputational harm if, for example, a channel partner misrepresents the functionality of our platform to customers or violates applicable laws or our corporate policies.

Our ability to achieve revenue growth in the future will depend in part on our success in maintaining successful relationships with our channel partners, and in training our channel partners to independently sell and deploy our platform. If we are unable to maintain our relationships with these channel partners or otherwise develop and expand our indirect sales channel, or if our channel partners fail to perform, our business, financial position and results of operations could be adversely affected.

***If we are unable to sustain revenue growth, we may not achieve or maintain profitability in the future.***

From the year ended December 31, 2010 to the year ended December 31, 2016, our revenue grew from \$11.8 million to \$714.1 million, which represents a compounded annual growth rate of approximately 98%. Although we have experienced rapid growth historically and currently have high renewal rates, we may not continue to grow in the future and our renewal rates may decline. Any success that we may experience in the future will depend, in large part, on our ability to, among other things:

- maintain and expand our customer base;
- increase revenues from existing customers through increased use of our products, subscriptions and services within their organizations;
- improve the capabilities of our products and subscriptions through research and development;
- continue to develop our cloud-based solutions;
- maintain the rate at which customers purchase our subscriptions and support;
- continue to successfully expand our business domestically and internationally; and
- successfully compete with other companies.

If we are unable to maintain consistent revenue growth or if our revenues decline, our stock price could be volatile, and it may be difficult to achieve and maintain profitability. Our revenue for any prior quarterly or annual periods should not be relied upon as any indication of our future revenue or revenue growth.

***If the general level of advanced cyber attacks declines, or is perceived by our current or potential customers to have declined, our business could be harmed.***

Our business is substantially dependent on enterprises and governments recognizing that advanced cyber attacks are pervasive and are not effectively prevented by legacy security solutions. High visibility attacks on prominent enterprises and governments have increased market awareness of the problem of advanced cyber attacks and help to provide an impetus for enterprises and governments to devote resources to protecting against advanced cyber attacks, such as testing our platform, purchasing it, and broadly deploying it within their organizations. If advanced cyber attacks were to decline, or enterprises or governments perceived that the general level of advanced cyber attacks have declined, our ability to attract new customers and expand our offerings within existing customers could be materially and adversely affected. A reduction in the threat landscape, for example, as a result of the 2015 cybersecurity agreement between China and the U.S., may reduce the demand from customers or prospects for our solutions, and therefore could increase our sales cycles and harm our business, results of operations and financial condition.

***Seasonality may cause fluctuations in our revenue.***

We believe there are significant seasonal factors that may cause us to record higher revenue in some quarters compared with others. We believe this variability is largely due to (i) our customers' budgetary and spending patterns, as many customers spend the unused portions of their discretionary budgets prior to the end of their fiscal years, and (ii) our sales compensation plans, which are typically structured around annual quotas and stair step commission rates. For example, we have historically recorded our highest level of revenue in our fourth quarter, which we believe corresponds to the fourth quarter of a majority of our customers. Similarly, we have historically recorded our second-highest level of revenue in our third quarter, which corresponds to the fourth quarter of U.S. federal agencies and other customers in the U.S. federal government. Our rapid growth rate over the last couple years may have made seasonal fluctuations more difficult to detect. If our rate of growth slows over time, seasonal or cyclical variations in our operations may become more pronounced, and our business, results of operations and financial position may be adversely affected.

***We rely on our management team and other key employees and will need additional personnel to grow our business, and the loss of one or more key employees or our inability to attract and retain qualified personnel, including members for our board of directors, could harm our business.***

Our future success is substantially dependent on our ability to attract, retain and motivate the members of our management team and other key employees throughout our organization, including key employees obtained through our acquisitions. Competition for highly skilled personnel is intense, especially in the San Francisco Bay Area and the Washington D.C. Area, where we have a substantial presence and need for highly skilled personnel. We may not be successful in attracting or retaining qualified personnel to fulfill our current or future needs, and potential changes in U.S. immigration policy may make it difficult to renew or obtain visas for highly skilled personnel that we have hired or are actively recruiting. We are also substantially dependent on the continued service of our existing engineering personnel because of the complexity of our platform. Our competitors may be successful in recruiting and hiring members of our management team or other key employees, including key employees obtained through our acquisitions, and it may be difficult for us to find suitable replacements on a timely basis, on competitive terms, or at all. Also, to the extent we hire employees from mature public companies with significant financial resources, we may be subject to allegations that such employees have been improperly solicited, or that they have divulged proprietary or other confidential information or that their former employers own such employees' inventions or other work product.

The workforce reductions made in connection with our restructuring plans may adversely affect our ability to attract and retain highly skilled employees. Even if our key personnel are not directly affected by these reductions, the termination of others may have a negative impact on morale and our ability to retain current personnel, as well as our ability to attract qualified new personnel in the future.

Our recently announced changes in our sales leadership may also adversely affect our ability to attract and retain highly skilled employees. In addition, if we fail to integrate a new head of worldwide sales, a new head of EMEA and a new head of Japan, and create effective working relationships among them, other members of management and our sales personnel, our business, financial condition and results of operations could be adversely affected. Moreover, if the sales leadership changes or our workforce reductions have a negative impact on sales productivity or sales execution, our business, financial condition and results of operations could be negatively impacted.

We recently announced the resignations of our former Executive Chairman of the Board and former Chief Financial Officer and Chief Operating Officer, the appointment of our new Chief Financial Officer, and other recent leadership appointments. Leadership transitions and management changes can be inherently difficult to manage and may cause uncertainty or a disruption to our business or may increase the likelihood of turnover in key officers and employees. Our success depends in part on having a successful leadership team. If we cannot effectively manage the leadership transitions and management changes, it could make it more difficult to successfully operate our business and pursue our business goals.

In addition, we believe that it is important to establish and maintain a corporate culture that facilitates the maintenance and transfer of institutional knowledge within our organization and also fosters innovation, teamwork, a passion for customers and a focus on execution. Our Chief Executive Officer, our President, our Chief Financial Officer, our Executive Vice President of Worldwide Sales, our Executive Vice President of Global Services and Intelligence and our Executive Vice President of Global Engineering & Security Products and certain other key members of our management and finance teams have only been working together for a relatively short period of time. If we are not successful in integrating these key employees into our organization, such failure could delay or hinder our product development efforts and the achievement of our strategic objectives, which could adversely affect our business, financial condition and results of operations.

Our employees, including our executive officers, work for us on an "at-will" basis, which means they may terminate their employment with us at any time. We do not maintain key person life insurance policies on any of our key employees. If one or more of our key employees resigns or otherwise ceases to provide us with their service, our business could be harmed.

***If we do not effectively hire and train our direct sales force, we may be unable to add new customers or increase sales to our existing customers, and our business will be adversely affected.***

We continue to be substantially dependent on our direct sales force to obtain new customers and increase sales with existing customers. There is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve significant revenue growth will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of sales personnel to support our growth, particularly in international markets. New hires require significant training and may take significant time before they achieve full productivity. Our recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. In addition, a large percentage of our sales force is new to our Company. If we are unable to hire and train a sufficient number of effective sales personnel, or the sales personnel we hire are not successful in obtaining new customers or increasing sales to our existing customer base, our business will be adversely affected.

***Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our sales, billings and revenue are difficult to predict and may vary substantially from period to period, which may cause our results of operations to fluctuate significantly.***

Our results of operations may fluctuate, in part, because of the resource intensive nature of our sales efforts, the length and variability of our sales cycle and the short-term difficulty in adjusting our operating expenses. Our results of operations depend in part on sales to large organizations. The length of our sales cycle, from proof of concept to delivery of and payment for our platform, is typically three to nine months but can be more than a year. To the extent our competitors develop products that our prospective customers view as equivalent to ours, our average sales cycle may increase. Because the length of time required to close a sale varies substantially from customer to customer, it is difficult to predict exactly when, or even if, we will make a sale with a potential customer. As a result, large individual sales have, in some cases, occurred in quarters subsequent to or in advance of those we anticipated, or have not occurred at all. We are billing a number of large deals and the loss or delay of one or more of these large transactions in a quarter could impact our results of operations for that quarter and any future quarters for which revenue from that transaction is delayed. Furthermore, some sales (such as product sales) generally result in immediate recognition of revenue, while other sales, such as product subscription sales, require the recognition of revenue over periods of one year or longer typically. As a result of these factors, it is difficult for us to forecast our revenue accurately in any quarter based on our internal forecasts of billings. Because a substantial portion of our expenses are relatively fixed in the short term, our results of operations will suffer if our revenue falls below our or analysts' expectations in a particular quarter, which could cause the price of our common stock to decline.

***If we are unable to sell additional products, subscriptions and services, as well as renewals of our subscriptions and services, to our customers, our future revenue and operating results will be harmed.***

Our future success depends, in part, on our ability to expand the deployment of our platform with existing customers by selling them additional products, subscriptions and services. This may require increasingly sophisticated and costly sales efforts and may not result in additional sales. In addition, the rate at which our customers purchase additional products, subscriptions and services depends on a number of factors, including the perceived need for additional IT security, general economic conditions, and our customers' satisfaction with our existing solutions they have previously purchased. If our efforts to sell additional products, subscriptions and services to our customers are not successful, our business may suffer.

Further, existing customers that purchase our platform have no contractual obligation to renew their subscriptions and support and maintenance services after the initial contract period, and given our limited operating history, we may not be able to accurately predict our renewal rates. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including the level of their satisfaction with our platform, our customer support, customer budgets and the pricing of our platform compared with the products and services offered by our competitors. If our customers renew their subscriptions, they may renew for shorter contract lengths or on other terms that are less economically beneficial to us. We cannot assure you that our customers will renew their subscriptions, and if our customers do not renew their subscriptions or renew on less favorable terms, our revenue may grow more slowly than expected, not grow at all, or even decline.

We also depend on our installed customer base for future support and maintenance revenue. We offer our support and maintenance agreements for terms that generally range between one and five years. If customers choose not to renew their support and maintenance agreements or seek to renegotiate the terms of their support and maintenance agreements prior to renewing such agreements, our revenue may grow more slowly than expected, not grow at all, or even decline.

***We rely on revenue from subscriptions and service contracts, and because we recognize revenue from subscriptions and service contracts over the term of the relevant subscription or service period, downturns or upturns in sales are not immediately reflected in full in our results of operations.***

Subscription and services revenue accounts for a significant portion of our total revenue, comprising 86% and 80% for the three months ended March 31, 2017 and 2016, respectively. Sales of new or renewal subscription and service contracts may decline or fluctuate as a result of a number of factors, including customers' level of satisfaction with our products and subscriptions, the actual

or perceived efficacy of our security solutions, the prices of our products and subscriptions, the prices of products and subscriptions offered by our competitors or reductions in our customers' spending levels. If our sales of new or renewal subscription and service contracts decline, our revenue and revenue growth rate may decline and adversely affect our business. In addition, we recognize subscription and service revenue ratably over the term of the relevant service period, which is generally between one to five years. As a result, much of the subscription and service revenue we report each quarter is derived from subscription and service contracts that we sold in prior quarters. Consequently, a decline in new or renewed subscription or service contracts in any one quarter will not be fully reflected in revenue in that quarter but will negatively affect our revenue in future quarters. Accordingly, the effect of significant decreases in the market acceptance of, or demand for, our subscriptions or services may not be immediately apparent from our results of operations until future periods. Also, it is difficult for us to rapidly increase our subscription revenue through additional sales in any period, as revenue from new and renewal subscription contracts must be recognized ratably over the applicable service period. Furthermore, any increases in the average term of subscriptions contracts would result in revenue for those subscription contracts being recognized over longer periods of time.

***Reliance on shipments at the end of each quarter could cause our revenue for the applicable period to fall below expected levels.***

As a result of customer buying patterns and the efforts of our sales force and channel partners to meet or exceed their sales objectives, we have historically received a substantial portion of sales orders and generated a substantial portion of revenue during the last few weeks and days of each quarter. A significant interruption in our IT systems, which manage critical functions such as order processing, revenue recognition, financial forecasts, inventory and supply chain management, and trade compliance reviews, or our supply chain could result in delayed order fulfillment and decreased revenue for that quarter. If expected revenue at the end of any quarter is delayed for any reason, including the failure of anticipated purchase orders to materialize, our logistics or channel partners' inability to ship products prior to quarter-end to fulfill purchase orders received near the end of the quarter, our failure to manage inventory to meet demand, our inability to release new products on schedule, any failure of our systems related to order review, processing and licensing, or any delays in shipments based on trade compliance requirements (including new compliance requirements imposed by new or renegotiated trade agreements), our revenue for that quarter could fall below our expectations and the estimates of market analysts, which could adversely impact our business and results of operations and cause a decline in the trading price of our common stock.

***If we do not accurately anticipate and respond promptly to changes in our customers' technologies, business plans or security needs, our competitive position and prospects could be harmed.***

The IT security market has grown quickly and is expected to continue to evolve rapidly. Moreover, many of our customers operate in markets characterized by rapidly changing technologies and business plans, which require them to add numerous network access points and adapt to increasingly complex IT networks, incorporating a variety of hardware, software applications, operating systems and networking protocols. As their technologies and business plans grow more complex, we expect these customers to face new and increasingly sophisticated methods of attack. We face significant challenges in ensuring that our platform effectively identifies and responds to these advanced and evolving attacks without disrupting our customers' network performance. As a result of the continued rapid innovations in the technology industry, including the rapid growth of smart phones, tablets and other devices, the trend of "bring your own device" in enterprises, and the rapidly evolving Internet of Things ("IOT"), we expect the networks of our customers to continue to change rapidly and become more complex.

We have identified a number of new products and enhancements to our platform that we believe are important to our continued success in the IT security market. There can be no assurance that we will be successful in developing and marketing, on a timely basis, such new products or enhancements or that our new products or enhancements will adequately address the changing needs of the marketplace. In addition, some of our new products and enhancements may require us to develop new hardware architectures that involve complex, expensive and time-consuming research and development processes. Although the market expects rapid introduction of new products and enhancements to respond to new threats, the development of these products and enhancements is difficult and the timetable for commercial release and availability is uncertain, as there can be significant time lags between initial beta releases and the commercial availability of new products and enhancements. We may experience unanticipated delays in the availability of new products and enhancements to our platform and fail to meet customer expectations with respect to the timing of such availability. If we do not quickly respond to the rapidly changing and rigorous needs of our customers by developing, releasing and making available on a timely basis new products and enhancements to our platform that can adequately respond to advanced threats and our customers' needs, our competitive position and business prospects will be harmed. Furthermore, from time to time, we or our competitors may announce new products with capabilities or technologies that could have the potential to replace or shorten the life cycles of our existing products. There can be no assurance that announcements of new products will not cause customers to defer purchasing our existing products.

Additionally, the process of developing new technology is expensive, complex and uncertain. The success of new products and enhancements depends on several factors, including appropriate component costs, timely completion and introduction, differentiation of new products and enhancements from those of our competitors, and market acceptance. To maintain our competitive position, we must continue to commit significant resources to developing new products or enhancements to our platform before knowing whether these investments will be cost-effective or achieve the intended results. There can be no assurance that we will successfully identify

new product opportunities, develop and bring new products or enhancements to market in a timely manner, or achieve market acceptance of our platform, or that products and technologies developed by others will not render our platform obsolete or noncompetitive. If we expend significant resources on researching and developing products or enhancements to our platform and such products or enhancements are not successful, our business, financial position and results of operations may be adversely affected.

***Disruptions or other business interruptions that affect the availability of our Dynamic Threat Intelligence, or DTI, cloud or other cloud-based products and services we offer or may offer could adversely impact our customer relationships as well as our overall business.***

When a customer purchases one or more of our threat prevention appliances, it must also purchase a subscription to our DTI cloud for a term of either one or three years. Our DTI cloud enables global sharing of threat intelligence uploaded by any of our customers' cloud-connected FireEye appliances. We also offer additional cloud-based platforms such as our Email Threat Prevention, Mobile Threat Prevention and Threat Analytics Platforms and provide security solutions through our own and our co-branded security operation centers.

Our customers depend on the continuous availability of our DTI and other cloud-based products and services. Our cloud-based products and services are vulnerable to damage or interruption from a variety of sources, including damage or interruption caused by fire, earthquake, power loss, telecommunications or computer systems failure, cyber attack, human error, terrorist acts and war. Our data centers and networks may experience technical failures and downtime, may fail to distribute appropriate updates, or may fail to meet the increased requirements of a growing customer base, any of which could temporarily or permanently expose our customers' networks, leaving their networks unprotected against the latest security threats or, in the case of technical failures and downtime of security operation centers, all security threats.

In addition, there may also be system or network interruptions if new or upgraded systems are defective or not installed properly. Moreover, interruptions in our subscription updates could result in a failure of our DTI cloud to effectively update customers' hardware products and thereby leave our customers more vulnerable to attacks. Interruptions or failures in our service delivery could cause customers to terminate their subscriptions with us, could adversely affect our renewal rates, and could harm our ability to attract new customers. Our business would also be harmed if our customers believe that our DTI cloud or other cloud-based products and services are unreliable.

In addition, we provide our cloud-based products and services through third-party data center hosting facilities located in the United States and other countries. While we control and have access to our servers and all of the components of our network that are located in our data centers, we do not control the operation of these facilities. The owners of the data center facilities have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If we are unable to renew these agreements on commercially reasonable terms, or if one of our data center operators is acquired, we may be required to transfer our servers and other infrastructure to new data center facilities, and we may incur significant costs and possible service interruption in connection with doing so.

***Our current research and development efforts may not produce successful products or enhancements to our platform that result in significant revenue, cost savings or other benefits in the near future, if at all.***

We must continue to dedicate significant financial and other resources to our research and development efforts if we are to maintain our competitive position. However, developing products and enhancements to our platform is expensive and time consuming, and there is no assurance that such activities will result in significant new marketable products or enhancements to our platform, design improvements, cost savings, revenue or other expected benefits. If we spend significant resources on research and development and are unable to generate an adequate return on our investment, our business and results of operations may be materially and adversely affected.

***If we are unable to increase sales of our platform to large organizations while mitigating the risks associated with serving such customers, our business, financial position and results of operations may suffer.***

Our growth strategy is dependent, in part, upon increasing sales of our platform to large enterprises and governments. Sales to large customers involve risks that may not be present (or that are present to a lesser extent) with sales to smaller entities. These risks include:

- increased purchasing power and leverage held by large customers in negotiating contractual arrangements with us;
- more stringent or costly requirements imposed upon us in our support service contracts with such customers, including stricter support response times and penalties for any failure to meet support requirements;
- more complicated implementation processes;
- longer sales cycles and the associated risk that substantial time and resources may be spent on a potential customer that ultimately elects not to purchase our platform or purchases less than we hoped;
- closer relationships with, and dependence upon, large technology companies who offer competitive products; and

- more pressure for discounts and write-offs.

In addition, because security breaches with respect to larger, high-profile enterprises are likely to be heavily publicized, there is increased reputational risk associated with serving such customers. If we are unable to increase sales of our platform to large enterprise and government customers while mitigating the risks associated with serving such customers, our business, financial position and results of operations may suffer.

***The sales prices of our products, subscriptions and services may decrease, which may reduce our gross profits and adversely impact our financial results.***

The sales prices for our products, subscriptions and services may decline for a variety of reasons, including competitive pricing pressures, discounts, a change in our mix of products, subscriptions and services, anticipation of the introduction of new products, subscriptions or services, or promotional programs. Competition continues to increase in the market segments in which we participate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse product and service offerings may reduce the price of products or subscriptions that compete with ours or may bundle them with other products and subscriptions. Additionally, although we price our products and subscriptions worldwide in U.S. dollars, currency fluctuations in certain countries and regions may negatively impact actual prices that partners and customers are willing to pay in those countries and regions, or the effective prices we realize in our reporting currency. Furthermore, we anticipate that the sales prices and gross profits for our products will decrease over product life cycles. We cannot assure you that we will be successful in developing and introducing new offerings with enhanced functionality on a timely basis, or that our new product and subscription offerings, if introduced, will enable us to maintain our prices and gross profits at levels that will allow us to maintain positive gross margins and achieve profitability.

***Because we depend on a limited number of manufacturers to build the appliances used in our platform, we are susceptible to manufacturing delays and pricing fluctuations that could prevent us from shipping customer orders on time, or on a cost-effective basis, which may result in the loss of sales and customers.***

We depend on a limited number of third-party manufacturers, primarily Flextronics Telecom Systems, Ltd., as sole source manufacturers for our appliances used in our platform. Our reliance on third-party manufacturers reduces our control over the manufacturing process and exposes us to risks, including reduced control over quality assurance, product costs, product supply and timing. Any manufacturing disruption by these third-party manufacturers could severely impair our ability to fulfill orders on time. If we are unable to manage our relationships with these third-party manufacturers effectively, or if these manufacturers suffer delays or disruptions for any reason, experience increased manufacturing lead-times, capacity constraints or quality control problems in their manufacturing operations, or fail to meet our future requirements for timely delivery, our ability to ship products to our customers would be severely impaired, and our business and results of operations would be harmed.

In addition, our reliance on third-party manufacturers exposes us to the risk that certain minerals, known as “conflict minerals,” that are contained in our products have originated in the Democratic Republic of the Congo or an adjoining country. As a result of the passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC adopted disclosure requirements for public companies whose products contain conflict minerals that are necessary to the functionality or production of such products. We have incurred and expect to incur additional costs to comply with the disclosure requirements, including costs related to determining the source of the conflict minerals used in our products. Moreover, the implementation of these new requirements could adversely affect the sourcing, availability and pricing of materials used in the manufacture of our products to the extent that there may be only a limited number of suppliers offering “conflict free” minerals that can be used in our products. There can be no assurance that we will be able to obtain such minerals in sufficient quantities or at competitive prices. We may also encounter customers who require that all of the components of our products be certified as conflict free. If we are not able to meet customer requirements, such customers may choose to not purchase our products, which could impact our sales.

Our third-party manufacturers typically fulfill our supply requirements on the basis of individual orders. We are subject to a risk of supply shortages and changes in pricing terms because we do not have long-term contracts with our third-party manufacturers that guarantee capacity, the continuation of particular pricing terms or the extension of credit limits. Our contract with our primary manufacturer permits it to terminate such contract at its convenience, subject to prior notice requirements. Any production interruptions for any reason, such as a natural disaster, epidemic, capacity shortages, or quality problems at one of our manufacturing partners would negatively affect sales of our products and adversely impact our business and results of operations.

***We may be unable to protect our intellectual property adequately, which could harm our business, financial condition and results of operations.***

We believe that our intellectual property is an essential asset of our business. We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality procedures and contractual provisions, to establish and protect our intellectual property rights in the United States and abroad. The efforts we have taken to protect our intellectual property may not be sufficient or effective, and our trademarks, copyrights and patents may be held invalid or unenforceable. Any U.S. or other patents issued to us may not be sufficiently broad to protect our proprietary technologies, and given the costs of obtaining patent protection, we may

choose not to seek patent protection for certain of our proprietary technologies. We may not be effective in policing unauthorized use of our intellectual property, and even if we do detect violations, litigation may be necessary to enforce our intellectual property rights. Any enforcement efforts we undertake, including litigation, could be time-consuming and expensive, could divert management's attention and may result in a court determining that our intellectual property rights are unenforceable. If we are not successful in cost-effectively protecting our intellectual property rights, our business, financial condition and results of operations could be harmed.

***Claims by others that we infringe their proprietary technology or other rights could harm our business.***

Technology companies frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. In addition, patent holding companies seek to monetize patents they have purchased or otherwise obtained. As we face increasing competition and gain an increasingly higher profile, the possibility of intellectual property rights claims against us grows. From time to time, third parties have asserted, and we expect that third parties will continue to assert, claims of infringement of intellectual property rights against us. For example, we are currently a party to a suit by a non-practicing entity alleging, among other things, patent infringement, which is in the early stages of litigation. Third parties may in the future also assert claims against our customers or channel partners, whom our standard license and other agreements obligate us to indemnify against claims that our products infringe the intellectual property rights of third parties. While we intend to increase the size of our patent portfolio, many of our competitors and others may now and in the future have significantly larger and more mature patent portfolios than we have. In addition, future litigation may involve patent holding companies or other patent owners who have no relevant product offerings or revenue and against whom our own patents may therefore provide little or no deterrence or protection. Any claim of intellectual property infringement by a third party, even a claim without merit, could cause us to incur substantial costs defending against such claim, could distract our management from our business and could require us to cease use of such intellectual property. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by the discovery process.

Although third parties may offer a license to their technology or other intellectual property, the terms of any offered license may not be acceptable, and the failure to obtain a license or the costs associated with any license could cause our business, financial condition and results of operations to be materially and adversely affected. In addition, some licenses may be non-exclusive, and therefore our competitors may have access to the same technology licensed to us. If a third party does not offer us a license to its technology or other intellectual property on reasonable terms, or at all, we could be enjoined from continued use of such intellectual property. As a result, we may be required to develop alternative, non-infringing technology, which could require significant time (during which we could be unable to continue to offer our affected products, subscriptions or services), effort, and expense and may ultimately not be successful. Furthermore, a successful claimant could secure a judgment or we may agree to a settlement that prevents us from distributing certain products, providing certain subscriptions or performing certain services or that requires us to pay substantial damages, royalties or other fees. Any of these events could harm our business, financial condition and results of operations.

***We incorporate technology from third parties into our products, and our inability to obtain or maintain rights to the technology could harm our business.***

We incorporate technology from third parties into our products. We cannot be certain that our suppliers and licensors are not infringing the intellectual property rights of third parties or that the suppliers and licensors have sufficient rights to the technology in all jurisdictions in which we may sell our products. Some of our agreements with our suppliers and licensors may be terminated for convenience by them. If we are unable to obtain or maintain rights to any of this technology because of intellectual property infringement claims brought by third parties against our suppliers and licensors or against us, or if we are unable to continue to obtain such technology or enter into new agreements on commercially reasonable terms, our ability to develop and sell products, subscriptions and services containing such technology could be severely limited, and our business could be harmed. Additionally, if we are unable to obtain necessary technology from third parties, including certain sole suppliers, we may be forced to acquire or develop alternative technology, which may require significant time, cost and effort and may be of lower quality or performance standards. This would limit and delay our ability to offer new or competitive products and increase our costs of production. If alternative technology cannot be obtained or developed, we may not be able to offer certain functionality as part of our products, subscriptions and services. As a result, our margins, market share and results of operations could be significantly harmed.

***Our products and subscriptions contain third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our products and subscriptions.***

Our products and subscriptions contain software modules licensed to us by third-party authors under "open source" licenses. The use and distribution of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use. If we combine our proprietary software with open source software in a certain manner, we could, under certain open source licenses, be required to release the source code of our proprietary software to the public. This would allow our competitors to create similar products with lower development effort and time and ultimately could result in a loss of sales for us.

Although we monitor our use of open source software to avoid subjecting our products and subscriptions to conditions, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in ways that could impose unanticipated conditions or restrictions on our ability to commercialize products and subscriptions incorporating such software. Moreover, we cannot assure you that our processes for controlling our use of open source software in our products and subscriptions will be effective. From time to time, we may face claims from third parties asserting ownership of, or demanding release of, the open source software or derivative works that we developed using such software (which could include our proprietary source code), or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue offering our products on terms that are not economically feasible, to re-engineer our products, to discontinue the sale of our products if re-engineering could not be accomplished on a timely or cost-effective basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, results of operations and financial condition.

***U.S. federal, state and local government sales are subject to a number of challenges and risks that may adversely impact our business.***

Sales to U.S. federal, state, and local governmental agencies have accounted for, and may in the future account for, a significant portion of our revenue. Sales to such government entities are subject to the following risks:

- selling to governmental agencies can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense without any assurance that such efforts will generate a sale;
- government certification requirements applicable to our products may change and, in doing so, restrict our ability to sell into the U.S. federal government sector until we have attained the revised certification;
- government demand and payment for our products and services may be impacted by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our products and services;
- we sell our platform to governmental agencies through our indirect channel partners, and these agencies may have statutory, contractual or other legal rights to terminate contracts with our distributors and resellers for convenience or due to a default, and any such termination may adversely impact our future results of operations;
- governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government refusing to continue buying our platform, which would adversely impact our revenue and results of operations, or institute fines or civil or criminal liability if the audit were to uncover improper or illegal activities; and
- governments may require certain products purchased by it to be manufactured in the United States and other relatively high-cost manufacturing locations, and we may not manufacture all products in locations that meet these requirements, affecting our ability to sell these products to governmental agencies.

***Our ability to maintain customer satisfaction depends in part on the quality of our professional service organization and technical and other support services, including the quality of the support provided on our behalf by certain channel partners. Failure to maintain high-quality customer support could have a material adverse effect on our business, financial condition and results of operations.***

Once our platform is deployed within our customers' networks, our customers depend on our technical and other support services, as well as the support of our channel partners, to resolve any issues relating to the implementation and maintenance of our platform. If we or our channel partners do not effectively assist our customers in deploying our platform, succeed in helping our customers quickly resolve post-deployment issues, or provide effective ongoing support, our ability to sell additional products, subscriptions or services as part of our platform to existing customers would be adversely affected and our reputation with potential customers could be damaged. Many larger organizations have more complex networks and require higher levels of support than smaller customers. If we fail to meet the requirements of our larger customers, it may be more difficult to execute on our strategy of upselling and cross selling with these customers. Additionally, if our channel partners do not effectively provide support to the satisfaction of our customers, we may be required to provide this level of support to those customers, which would require us to hire additional personnel and to invest in additional resources. It can take significant time and resources to recruit, hire, and train qualified technical support employees. We may not be able to hire such resources fast enough to keep up with demand. To the extent that we or our channel partners are unsuccessful in hiring, training, and retaining adequate support resources, our ability and the ability of our channel partners to provide adequate and timely support to our customers will be negatively impacted, and our customers' satisfaction with our platform will be adversely affected. Additionally, to the extent that we need to rely on our sales engineers to provide post-sales support, our sales productivity will be negatively impacted, which would harm our results of operations.



***Our limited operating history makes it difficult to evaluate our current business and prospects and may increase the risk that we will not be successful.***

We were founded in 2004, and our first commercially successful product was shipped in 2008. Since then, we have continued to expand our platform, both organically and through acquisitions, including through the addition of Mandiant Corporation's endpoint threat detection, response and remediation products; advanced threat intelligence capabilities; and incident response and security consulting services. The majority of our revenue growth began in 2010. Our limited operating history makes it difficult to evaluate our current business and prospects and plan for and model our future growth. We have encountered and will continue to encounter risks and uncertainties frequently encountered by rapidly growing companies in developing markets.

If our assumptions regarding these risks and uncertainties are incorrect or change in response to changes in the IT security market, our results of operations and financial results could differ materially from our plans and forecasts. Although we have experienced rapid growth in the past, there is no assurance that such growth will continue. Any success we may experience in the future will depend in large part on our ability to, among other things:

- maintain and expand our customer base and the ways in which customers use our products and services;
- expand revenue from existing customers through increased or broader use of our products and services within their organizations;
- convince customers to allocate a fixed portion of their annual IT budgets to our products and services;
- improve the performance and capabilities of our platform through research and development;
- effectively expand our business domestically and internationally, which will require that we fill key management positions, particularly internationally; and
- successfully compete with other companies that currently provide, or may in the future provide, solutions like ours that protect against next-generation advanced cyber attacks.

If we are unable to achieve our key objectives, including the objectives listed above, our business and results of operations will be adversely affected and the fair market value of our common stock could decline.

***Managing the supply of our products and their components is complex. Insufficient supply and inventory may result in lost sales opportunities or delayed revenue, while excess inventory may harm our gross margins.***

Our third-party manufacturers procure components and build our products based on our forecasts, and we generally do not hold inventory for a prolonged period of time. These forecasts are based on estimates of future demand for our products, which are in turn based on historical trends and analyses from our sales and marketing organizations, adjusted for overall market conditions. In order to reduce manufacturing lead times and plan for adequate component supply, from time to time we may issue forecasts for components and products that are non-cancelable and non-returnable.

Our inventory management systems and related supply chain visibility tools may be inadequate to enable us to make accurate forecasts and effectively manage the supply of our products and product components. Supply management remains an area of increasing focus as we balance the need to maintain supply levels that are sufficient to ensure competitive lead times against the risk of obsolescence because of rapidly changing technology and customer requirements. If we ultimately determine that we have excess supply, we may have to reduce our prices and write-down inventory, which in turn could result in lower gross margins. Alternatively, insufficient supply levels may lead to shortages that result in delayed revenue or loss of sales opportunities altogether as potential customers turn to competitors' products that may be readily available. Additionally, any increases in the time required to manufacture or ship our products could result in supply shortfalls. If we are unable to effectively manage our supply and inventory, our results of operations could be adversely affected.

***Because some of the key components in our products come from limited sources of supply, we are susceptible to supply shortages or supply changes, which could disrupt or delay our scheduled product deliveries to our customers and may result in the loss of sales and customers.***

Our platform relies on key components, including a motherboard and chassis, which our third-party manufacturers purchase on our behalf from a sole source provider. The manufacturing operations of some of our component suppliers are geographically concentrated in Asia, which makes our supply chain vulnerable to regional disruptions. A localized health risk affecting employees at these facilities, such as the spread of a pandemic influenza, could impair the total volume of components that we are able to obtain, which could result in substantial harm to our results of operations. Similarly, a fire, flood, earthquake, tsunami or other disaster, condition or event such as political instability, terrorist act, civil unrest or a power outage that adversely affects any of these component suppliers' facilities could significantly affect our ability to obtain the components needed for our products, which could result in a substantial loss of sales and revenue and a substantial harm to our results of operations.

We do not have volume purchase contracts with any of our component suppliers, and they could cease selling to us at any time. In addition, our component suppliers change their selling prices frequently in response to market trends, including industry-wide increases in demand, and because we do not have contracts with these suppliers, we are susceptible to price fluctuations related to raw materials and components. If we are unable to pass component price increases along to our customers or maintain stable pricing, our gross margins and results of operations could be negatively impacted. If we are unable to obtain a sufficient quantity of these components in a timely manner for any reason, sales of our products could be delayed or halted or we could be forced to expedite shipment of such components or our products at dramatically increased costs, which would negatively impact our revenue and gross margins. Additionally, poor quality in any of the sole-sourced components in our products could result in lost sales or lost sales opportunities. If the quality of the components does not meet our or our customers' requirements, if we are unable to obtain components from our existing suppliers on commercially reasonable terms, or if any of our sole source providers cease to remain in business or continue to manufacture such components, we could be forced to redesign our products and qualify new components from alternate suppliers. The resulting stoppage or delay in selling our products and the expense of redesigning our products could result in lost sales opportunities and damage to customer relationships, which would adversely affect our business and results of operations.

***Our failure to adequately protect personal information could have a material adverse effect on our business.***

A wide variety of provincial, state, national, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data. These data protection and privacy-related laws and regulations are evolving and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. Our failure to comply with applicable laws and regulations, or to protect such data, could result in enforcement action against us, including fines, imprisonment of company officials and public censure, claims for damages by customers and other affected individuals, damage to our reputation and loss of goodwill (both in relation to existing customers and prospective customers), any of which could have a material adverse effect on our operations, financial performance and business. Evolving and changing definitions of personal data and personal information within the European Union, the United States, and elsewhere, especially relating to classification of IP addresses, machine identification, location data and other information, may limit or inhibit our ability to operate or expand our business, including limiting technology alliance partners that may involve the sharing of data. Even the perception of privacy concerns, whether or not valid, may harm our reputation, inhibit adoption of our products by current and future customers, or adversely impact our ability to attract and retain workforce talent.

***Our technology alliance partnerships expose us to a range of business risks and uncertainties that could have a material adverse impact on our business and financial results.***

We have entered, and intend to continue to enter, into technology alliance partnerships with third parties to support our future growth plans. Such relationships include technology licensing, joint technology development and integration, research cooperation, co-marketing activities and sell-through arrangements. We face a number of risks relating to our technology alliance partnerships that could prevent us from realizing the desired benefits from such partnerships on a timely basis or at all, which, in turn, could have a negative impact on our business and financial results.

Technology alliance partnerships require significant coordination between the parties involved, particularly if a partner requires that we integrate its products with our products. This could involve a significant commitment of time and resources by our technical staff and their counterparts within our technology alliance partner. The integration of products from different companies may be more difficult than we anticipate, and the risk of integration difficulties, incompatible products and undetected programming errors or defects may be higher than the risks normally associated with the introduction of new products. It may also be more difficult to market and sell products developed through technology alliance partnerships than it would be to market and sell products that we develop on our own. Sales and marketing personnel may require special training, as the new products may be more complex than our other products.

We invest significant time, money and resources to establish and maintain relationships with our technology alliance partners, but we have no assurance that any particular relationship will continue for any specific period of time. Generally, our agreements with these technology alliance partners are terminable without cause with no or minimal notice or penalties. If we lose a significant technology alliance partner, we could lose the benefit of our investment of time, money and resources in the relationship. In addition, we could be required to incur significant expenses to develop a new strategic alliance or to determine and implement an alternative plan to pursue the opportunity that we targeted with the former partner.

***If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in our stock price.***

The preparation of financial statements in conformity with generally accepted accounting principles, or GAAP, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity,

revenue and expenses that are not readily apparent from other sources. Additionally, as we implement the new revenue accounting standard, management will make judgments and assumptions based on its interpretation of the new standard, which may vary from company to company based on the unique facts and circumstances surrounding their business. It is possible that interpretation, industry practice, and guidance may evolve prior to initial adoption of the new standard. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in our stock price. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to assets, liabilities, revenue, expenses and related disclosures.

***We are exposed to the credit risk of some of our distributors, resellers and customers and to credit exposure in weakened markets, which could result in material losses.***

Most of our sales are on an open credit basis. Although we have programs in place that are designed to monitor and mitigate these risks, we cannot assure you these programs will be effective in reducing our credit risks, especially as we expand our business internationally. If we are unable to adequately control these risks, our business, results of operations and financial condition could be harmed.

***Our failure to raise additional capital or generate the significant capital necessary to expand our operations and invest in new products could reduce our ability to compete and could harm our business.***

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new products and enhancements to our platform, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional equity financing, our stockholders may experience significant dilution of their ownership interests and the per share value of our common stock could decline. Furthermore, if we engage in additional debt financing, the holders of debt would have priority over the holders of common stock, and we may be required to accept terms that restrict our ability to incur additional indebtedness. We may also be required to take other actions that would otherwise be in the interests of the debt holders and force us to maintain specified liquidity or other ratios, any of which could harm our business, results of operations, and financial condition. If we need additional capital and cannot raise it on acceptable terms, we may not be able to, among other things:

- develop or enhance our products and subscriptions;
- continue to expand our sales and marketing and research and development organizations;
- acquire complementary technologies, products or businesses;
- expand operations, in the United States or internationally;
- hire, train and retain employees; or
- respond to competitive pressures or unanticipated working capital requirements.

Our failure to do any of these things could harm our business, financial condition and results of operations.

***If our products do not effectively interoperate with our customers' IT infrastructure, installations could be delayed or cancelled, which would harm our business.***

Our products must effectively interoperate with our customers' existing or future IT infrastructure, which often has different specifications, utilizes multiple protocol standards, deploys products from multiple vendors, and contains multiple generations of products that have been added over time. As a result, when problems occur in a network, it may be difficult to identify the sources of these problems. If we find errors in the existing software or defects in the hardware used in our customers' infrastructure or problematic network configurations or settings, we may have to modify our software or hardware so that our products will interoperate with our customers' infrastructure. In such cases, our products may be unable to provide significant performance improvements for applications deployed in our customers' infrastructure. These issues could cause longer installation times for our products and could cause order cancellations, either of which would adversely affect our business, results of operations and financial condition. In addition, government and other customers may require our products to comply with certain security or other certifications and standards. If our products are late in achieving or fail to achieve compliance with these certifications and standards, or our competitors achieve compliance with these certifications and standards, we may be disqualified from selling our products to such customers, or may otherwise be at a competitive disadvantage, either of which would harm our business, results of operations, and financial condition.

***We generate a significant amount of revenue from sales to resellers, distributors and customers outside of the United States, and we are therefore subject to a number of risks associated with international sales and operations.***

We have a limited history of marketing, selling, and supporting our platform internationally. As a result, we must hire and train experienced personnel to staff and manage our foreign operations. To the extent that we experience difficulties in recruiting, training, managing, and retaining international employees, particularly managers and other members of our international sales team, we may

experience difficulties in sales productivity in, or market penetration of, foreign markets. We also enter into strategic distributor and reseller relationships with companies in certain international markets where we do not have a local presence. If we are not able to maintain successful strategic distributor relationships with our international channel partners or recruit additional channel partners, our future success in these international markets could be limited. Business practices in the international markets that we serve may differ from those in the United States and may require us to include non-standard terms in customer contracts, such as extended payment or warranty terms. To the extent that we enter into customer contracts in the future that include non-standard terms related to payment, warranties, or performance obligations, our results of operations may be adversely impacted.

Additionally, our international sales and operations are subject to a number of risks, including the following:

- greater difficulty in enforcing contracts and managing collections, as well as longer collection periods;
- higher costs of doing business internationally, including costs incurred in establishing and maintaining office space and equipment for our international operations;
- fluctuations in exchange rates between the U.S. dollar and foreign currencies in markets where we do business, such as the British Pound Sterling, which experienced a sharp decline in value compared to the U.S. dollar and other currencies;
- management communication and integration problems resulting from cultural and geographic dispersion;
- risks associated with trade restrictions and foreign legal requirements, including any importation, certification, and localization of our platform that may be required in foreign countries and any changes in trade relations and restrictions as a result of the recent U.S. presidential election;
- greater risk of unexpected changes in tariffs and tax laws and treaties;
- compliance with anti-bribery laws, including, without limitation, compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended, the U.S. Travel Act and the UK Bribery Act 2010, violations of which could lead to significant fines, penalties and collateral consequences for our Company;
- heightened risk of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, or irregularities in, financial statements;
- the uncertainty of protection for intellectual property rights in some countries;
- general economic and political conditions in these foreign markets;
- foreign exchange controls or tax regulations that might prevent us from repatriating cash earned outside the United States;
- political and economic instability in some countries, such as those caused by the recent U.S. presidential election and the referendum on June 23, 2016, in which voters in the U.K. approved an exit from the EU, commonly referred to as "Brexit"; and
- double taxation of our international earnings and potentially adverse tax consequences due to changes in the tax laws of the United States or the foreign jurisdictions in which we operate.

Further, the interpretation and application of foreign laws and regulations in many cases is uncertain, and our legal and regulatory obligations in foreign jurisdictions are subject to frequent and unexpected changes, including the potential for various regulatory or other governmental bodies to enact new or additional laws or regulations or to issue rulings that invalidate prior laws or regulations.

For example, with regard to transfers of personal data from our European customers and employees to the U.S., we have historically relied on compliance with the U.S.-EU and U.S.-Swiss Safe Harbor Frameworks as agreed to by the U.S. Department of Commerce, and the EU and Switzerland, which established means for legitimizing the transfer of personal data by U.S. companies from the European Economic Area, or EEA, to the U.S. In a recent ruling by the EU Court of Justice in Case C-362/14 ( *Schrems v. Data Protection Commissioner* ), the U.S.-EU Safe Harbor Framework was deemed an invalid method of compliance with restrictions under EU law regarding the transfer of personal data outside of the EEA. EU and U.S. political authorities reached political agreement in February 2016 regarding the U.S.-EU Privacy Shield, which would provide a new mechanism for companies to transfer EU personal data to the United States. Although the U.S.-EU Privacy Shield was granted an adequacy decision by the EU College of Commissioners on July 12, 2016, and became available to U.S. companies on August 1, 2016, it has been challenged and may be suspended or invalidated. It is uncertain that the U.S.-EU Privacy Shield will continue to remain intact and serve as an appropriate means for us to meet EU requirements for personal data transfers from the EEA to the United States. In particular, it is unclear whether the new Administration may pursue changes to, or withdrawal from, the U.S.-EU Privacy Shield Framework. Policy positions and executive orders of President Trump may cause European officials to pursue changes to, or withdrawal from, the U.S.-EU Privacy Shield. The invalidation of the U.S.-EU Safe Harbor or subsequent developments in the legal landscape affecting the transfer of personal data from the EEA may cause us to find it necessary or desirable to modify our data handling practices, and may serve as a basis for our

personal data handling practices, or those of our customers and vendors, to be challenged and may otherwise adversely impact our business, financial condition and operating results.

These and other factors could harm our ability to generate future international revenue and, consequently, materially impact our business, results of operations and financial condition.

***We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations.***

Our sales contracts are denominated in U.S. dollars, and therefore our revenue is not subject to foreign currency risk. However, strengthening of the U.S. dollar increases the real cost of our products, subscriptions and services to our customers outside of the United States, which could lead to delays in the purchase of our products and services and the lengthening of our sales cycle. If the U.S. dollar continues to strengthen, this could adversely affect our financial condition and results of operations. In addition, we are incurring an increasing portion of our operating expenses outside the United States. These expenses are denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates.

Additionally, on June 23, 2016, the U.K. held a referendum in which British voters approved an exit from the EU, commonly referred to as "Brexit." This resulted in an adverse impact to currency exchange rates, notably the British Pound Sterling which experienced a sharp decline in value compared to the U.S. dollar and other currencies. Continued volatility in currency exchange rates is expected in the near term as the U.K. negotiates its exit from the EU. A significantly weaker British Pound Sterling compared to the U.S. dollar could have a significantly negative effect on our financial condition and results of operations.

We do not currently hedge against the risks associated with currency fluctuations but may do so in the future.

***Failure to comply with governmental laws and regulations could harm our business.***

Our business is subject to regulation by various U.S. federal, state, local and foreign governments. In certain jurisdictions, these regulatory requirements may be more stringent than those in the United States. Noncompliance with applicable regulations or requirements could subject us to investigations, sanctions, mandatory product recalls, enforcement actions, disgorgement of profits, fines, damages, civil and criminal penalties, injunctions or other collateral consequences. If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, results of operations, and financial condition could be materially adversely affected. In addition, responding to any action will likely result in a significant diversion of management's attention and resources and an increase in professional fees. U.S. regulations surrounding our operating activities in foreign jurisdictions are not always consistent with, and at times are in contravention to, the local regulations or laws in such jurisdictions. Enforcement actions and sanctions could harm our business, reputation, results of operations and financial condition.

***We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.***

Our products are subject to U.S. export controls, specifically the Export Administration Regulations and economic sanctions enforced by the Office of Foreign Assets Control. We incorporate standard encryption algorithms into our products, which, along with the underlying technology, may be exported outside of the U.S. only with the required export authorizations, including by license, license exception or other appropriate government authorizations, which may require the filing of an encryption registration and classification request. Furthermore, U.S. export control laws and economic sanctions prohibit the shipment of certain products and services to countries, governments, and persons targeted by U.S. sanctions. While we have taken precautions to prevent our products and services from being exported in violation of these laws, in certain instances in the past we shipped our encryption products prior to obtaining the required export authorizations and/or submitting the required requests, including a classification request and request for an encryption registration number, resulting in an inadvertent violation of U.S. export control laws. As a result, in February 2013, we filed a Voluntary Self Disclosure with the U.S. Department of Commerce's Bureau of Industry and Security, or BIS, concerning these potential violations. In June 2013, BIS notified us that it had completed its review of this matter and closed its review with the issuance of a warning letter. No monetary penalties were assessed. Even though we take precautions to ensure that our channel partners comply with all relevant regulations, any failure by our channel partners to comply with such regulations could have negative consequences, including reputational harm, government investigations and penalties.

In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products or could limit our customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products into international markets, prevent our customers with international operations from deploying our products globally or, in some cases, prevent the export or import of our products to certain countries, governments or persons altogether. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Any decreased use of our products or limitation on our ability to export to or sell our products in international markets would likely adversely affect our business, financial condition and results of operations.

***Our business is subject to the risks of earthquakes, fire, power outages, floods and other catastrophic events, and to interruption by man-made problems such as terrorism.***

A significant natural disaster, such as an earthquake, a fire, a flood, or significant power outage could have a material adverse impact on our business, results of operations, and financial condition. Our corporate headquarters and servers hosting our cloud services are located in California, a region known for seismic activity. In addition, natural disasters could affect our supply chain, manufacturing vendors, or logistics providers' ability to provide materials and perform services such as manufacturing products or assisting with shipments on a timely basis. In the event that our or our service providers' information technology systems or manufacturing or logistics abilities are hindered by any of the events discussed above, shipments could be delayed, resulting in missed financial targets, such as revenue and shipment targets, for a particular quarter. In addition, acts of terrorism and other geo-political unrest could cause disruptions in our business or the business of our supply chain, manufacturers, logistics providers, partners, or customers or the economy as a whole. Any disruption in the business of our supply chain, manufacturers, logistics providers, partners or end-customers that impacts sales at the end of a fiscal quarter could have a significant adverse impact on our financial results. All of the aforementioned risks may be further increased if the disaster recovery plans for us and our suppliers prove to be inadequate. To the extent that any of the above should result in delays or cancellations of customer orders, or the delay in the manufacture, deployment or shipment of our products, our business, financial condition and results of operations would be adversely affected.

***If we fail to comply with environmental requirements, our business, financial condition, results of operations and reputation could be adversely affected.***

We are subject to various environmental laws and regulations including laws governing the hazardous material content of our products and laws relating to the collection and recycling of electrical and electronic equipment. Examples of these laws and regulations include the EU Restrictions on the Use of certain Hazardous Substances in Electronic Equipment Directive and the EU Waste Electrical and Electronic Equipment Directive as well as the implementing legislation of the EU member states. Similar laws and regulations have been passed or are pending in China, South Korea and Japan and may be enacted in other regions, including in the United States, and we are, or may in the future be, subject to these laws and regulations.

Our failure to comply with past, present, and future laws could result in reduced sales of our products, substantial product inventory write-offs, reputational damage, penalties, and other sanctions, any of which could harm our business and financial condition. We also expect that our products will be affected by new environmental laws and regulations on an ongoing basis. To date, our expenditures for environmental compliance have not had a material impact on our results of operations or cash flows, and although we cannot predict the future impact of such laws or regulations, they will likely result in additional costs and may increase penalties associated with violations or require us to change the content of our products or how they are manufactured, which could have a material adverse effect on our business, results of operations and financial condition.

***The enactment of legislation implementing changes in the U.S. taxation of international business activities or the adoption of other tax reform policies could materially impact our financial position and results of operations.***

Recent changes to U.S. tax laws, including limitations on the ability of taxpayers to claim and utilize foreign tax credits and the deferral of certain tax deductions until earnings outside of the United States are repatriated to the United States, as well as changes to U.S. tax laws that may be enacted in the future, could impact the tax treatment of our foreign earnings. Due to expansion of our international business activities, any changes in the U.S. taxation of such activities may increase our worldwide effective tax rate and adversely affect our financial condition and operating results.

In addition, Congress and the current administration have indicated a desire to reform the U.S. corporate income tax. As part of any tax reform, it is possible that the current corporate income tax rate may be reduced, and there may be other potential changes including limiting or eliminating various other deductions, credits or tax preferences. At this time, it is not possible to measure the potential impact on the value of our deferred tax assets, business, prospects or results of operations that might result upon enactment.

***If we do not achieve increased tax benefits as a result of our corporate structure, our operating results and financial condition may be negatively impacted.***

We generally conduct our international operations through wholly-owned subsidiaries and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. In 2013, we completed the reorganization of our corporate structure and intercompany relationships to more closely align our corporate organization with the expansion of our international business activities. Although we anticipate achieving a reduction in our overall effective tax rate in the future as a result of this reorganized corporate structure, we may not realize any benefits. Our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position were not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. In addition, if the intended tax treatment of our reorganized corporate structure is not accepted by the applicable taxing authorities, changes in tax law negatively impact the structure or we do not operate our business consistent with the structure and applicable tax laws and regulations, we may

fail to achieve any tax advantages as a result of the reorganized corporate structure, and our future operating results and financial condition may be negatively impacted.

***We could be subject to additional tax liabilities.***

We are subject to U.S. federal, state, local and sales taxes in the United States and foreign income taxes, withholding taxes and transaction taxes in numerous foreign jurisdictions. Significant judgment is required in evaluating our tax positions and our worldwide provision for taxes. During the ordinary course of business, there are many activities and transactions for which the ultimate tax determination is uncertain. In addition, our tax obligations and effective tax rates could be adversely affected by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations, including those relating to income tax nexus, by recognizing tax losses or lower than anticipated earnings in jurisdictions where we have lower statutory rates and higher than anticipated earnings in jurisdictions where we have higher statutory rates, by changes in foreign currency exchange rates, or by changes in the valuation of our deferred tax assets and liabilities. We may be audited in various jurisdictions, and such jurisdictions may assess additional taxes, sales taxes and value-added taxes against us. Although we believe our tax estimates are reasonable, the final determination of any tax audits or litigation could be materially different from our historical tax provisions and accruals, which could have a material adverse effect on our operating results or cash flows in the period or periods for which a determination is made.

***Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.***

In general, under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an “ownership change” is subject to limitations on its ability to utilize its pre-change net operating losses, or NOLs, to offset future taxable income. Our existing NOLs may be subject to limitations arising from previous ownership changes. Future changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Code and adversely affect our ability to utilize our NOLs in the future. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. There is also a risk that due to regulatory changes, such as suspensions on the use of NOLs, or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities. For these reasons, we may not be able to utilize a material portion of the NOLs reflected on our balance sheet, even if we attain profitability.

**Risks Related to Our Convertible Senior Notes**

***We are leveraged financially, which could adversely affect our ability to adjust our business to respond to competitive pressures and to obtain sufficient funds to satisfy our future growth, business needs and development plans.***

We have substantial existing indebtedness. In June 2015, we issued \$920.0 million aggregate principal amount of convertible senior notes (the “convertible notes”).

The degree to which we are leveraged could have negative consequences, including, but not limited to, the following:

- we may be more vulnerable to economic downturns, less able to withstand competitive pressures and less flexible in responding to changing business and economic conditions;
- our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes may be limited
- a substantial portion of our cash flows from operations in the future may be required for the payment of the principal amount of our existing indebtedness when it becomes due; and
- we may elect to make cash payments upon any conversion of the convertible notes, which would reduce our cash on hand.

Our ability to meet our payment obligations under our convertible notes depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative, and regulatory factors as well as other factors that are beyond our control. There can be no assurance that our business will generate cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our debt payment obligations and to fund other liquidity needs. If we are unable to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we were unable to implement one or more of these alternatives, we may be unable to meet our debt payment obligations, which could have a material adverse effect on our business, results of operations, or financial condition.

***The conditional conversion feature of the convertible notes, if triggered, may adversely affect our financial condition and operating results.***

In the event the conditional conversion feature of the convertible notes is triggered, holders of such convertible notes will be entitled to convert their convertible notes at any time during specified periods at their option. If one or more holders elect to convert their convertible notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other

than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their convertible notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the convertible notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

***The accounting method for convertible debt securities that may be settled in cash, such as the convertible notes, is subject to changes that could have a material effect on our reported financial results.***

In May 2008, the Financial Accounting Standards Board, which we refer to as FASB, issued FASB Staff Position No. APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash Upon Conversion (Including Partial Cash Settlement), which has subsequently been codified as Accounting Standards Codification 470-20, Debt with Conversion and Other Options, which we refer to as ASC 470-20. Under ASC 470-20, an entity must separately account for the liability and equity components of the convertible debt instruments (such as the convertible notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer's economic interest cost. The effect of ASC 470-20 on the accounting for the convertible notes is that the equity component is required to be included in the additional paid-in capital section of stockholders' equity on our consolidated balance sheet and the value of the equity component would be treated as original issue discount for purposes of accounting for the debt component of the convertible notes. As a result, we will be required to record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the convertible notes to their face amount over the term of the convertible notes. We will report lower net income in our financial results because ASC 470-20 will require interest to include both the current period's amortization of the debt discount and the instrument's non-convertible coupon interest for the convertible notes, which could adversely affect our reported or future financial results and the trading price of our common stock.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force). This standard clarifies how certain cash receipts and payments should be classified in the statement of cash flows, including the cash settlement of our Convertible Senior Notes. Upon cash settlement, repayment of the principal amount will be bifurcated between cash outflows for operating activities for the portion related to accreted interest attributable to debt discounts arising from the difference between the coupon interest rate and the effective interest rate, and financing activities for the remainder. This will require us to classify the \$233.9 million of accreted interest as cash used in operating activities in our consolidated financial statements upon cash settlement, which could adversely affect our future financial results.

In addition, under certain circumstances, convertible debt instruments (such as the convertible notes) that may be settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that any shares issuable upon conversion of the convertible notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the convertible notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, are issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the convertible notes, then our diluted earnings per share would be adversely affected.

***Conversion of our convertible notes will dilute the ownership interest of existing stockholders and may depress the price of our common stock.***

The conversion of some or all of our convertible notes, if such conversion occurs, will dilute the ownership interests of then-existing stockholders to the extent we deliver shares upon conversion of any of the convertible notes. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the convertible notes may encourage short selling by market participants because the conversion of the convertible notes could be used to satisfy short positions, or anticipated conversion of the convertible notes into shares of our common stock could depress the price of our common stock.



## Risks Related to Ownership of Our Common Stock

***If securities or industry analysts do not publish research or reports about our business, or publish inaccurate or unfavorable research reports about our business, our share price and trading volume could decline.***

The trading market for our common stock, to some extent, depends on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us should downgrade our shares or change their opinion of our shares, industry sector or products, our share price would likely decline. If one or more of these analysts ceases coverage of our Company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

***We may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which would cause our stock price to decline .***

We have provided and may continue to provide guidance about our business and future operating results. In developing this guidance, our management must make certain assumptions and judgments about our future performance, including the level of anticipated cost savings we expect to achieve as a result of our restructuring plan. Furthermore, analysts and investors may develop and publish their own projections of our business, which may form a consensus about our future performance. Our business results may vary significantly from such guidance or that consensus due to a number of factors, many of which are outside of our control, and which could adversely affect our operations and operating results. Furthermore, if we make downward revisions of our previously announced guidance, or if our publicly announced guidance of future operating results fails to meet expectations of securities analysts, investors or other interested parties, the price of our common stock would decline.

***The price of our common stock has been and may continue to be volatile, and the value of your investment could decline.***

The trading price of our common stock has been volatile since our initial public offering, and is likely to continue to be volatile. Since the date of our initial public offering, the price of our common stock has ranged from \$10.35 to \$97.35 through May 1, 2017 , and the last reported sale price on May 1, 2017 was \$12.48 . The trading price of our common stock may fluctuate widely in response to various factors, some of which are beyond our control. These factors include:

- whether our results of operations, and in particular, our revenue growth rates, meet the expectations of securities analysts or investors;
- actual or anticipated changes in the expectations of investors or securities analysts, whether as a result of our forward-looking statements, our failure to meet such expectation or otherwise;
- announcements of new products, services or technologies, commercial relationships, acquisitions or other events by us or our competitors;
- changes in how customers perceive the effectiveness of our platform in protecting against advanced cyber attacks or other reputational harm;
- publicity concerning cyber attacks in general or high profile cyber attacks against specific organizations;
- price and volume fluctuations in the overall stock market from time to time;
- significant volatility in the market price and trading volume of technology and/or growth companies in general and of companies in the IT security industry in particular;
- fluctuations in the trading volume of our shares or the size of our public float;
- actual or anticipated changes or fluctuations in our results of operations;
- litigation involving us, our industry, or both;
- regulatory developments in the United States, foreign countries or both;
- general economic conditions and trends;
- major catastrophic events;
- sales of large blocks of our common stock; and
- departures of key personnel.

In addition, if the market for technology stocks or the stock market in general experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, results of operations or financial condition. The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. The price of our common stock has been highly volatile since our

IPO in September 2013, and beginning in June 2014, several lawsuits alleging violations of securities laws were filed against us and certain of our current and former directors and executive officers. This and any future securities litigation could result in substantial costs and divert our management's attention and resources from our business. This could have a material adverse effect on our business, results of operations and financial condition.

***Sales of substantial amounts of our common stock in the public markets, or sales of our common stock by our executive officers and directors under Rule 10b5-1 plans, could adversely affect the market price of our common stock.***

Sales of a substantial number of shares of our common stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our common stock and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate. In addition, certain of our executive officers and directors have adopted, and other executive officers and directors may in the future adopt, written plans, known as "Rule 10b5-1 Plans," under which they have contracted, or may in the future contract, with a broker to sell shares of our common stock on a periodic basis to diversify their assets and investments. Sales made by our executive officers and directors pursuant to Rule 10b5-1, regardless of the amount of such sales, could adversely affect the market price of our common stock.

***The issuance of additional stock in connection with financings, acquisitions, investments, our stock incentive plans, conversion of our convertible notes or otherwise will dilute all other stockholders.***

Our amended and restated certificate of incorporation authorizes us to issue up to 1,000,000,000 shares of common stock and up to 100,000,000 shares of preferred stock with such rights and preferences as may be determined by our board of directors. Subject to compliance with applicable rules and regulations, we may issue shares of common stock or securities convertible into our common stock from time to time in connection with a financing, acquisition, investment, our stock incentive plans, the conversion of our convertible notes or otherwise. For example, in December 2013, we issued approximately 16.9 million shares of common stock and assumed options to purchase approximately 4.6 million shares of our common stock in connection with our acquisition of Mandiant; in May 2014, we issued 295,681 shares of common stock and assumed options to purchase 63,490 shares of our common stock in connection with our acquisition of nPulse Technologies; in January 2016, we issued 1,793,305 shares of common stock in connection with our acquisition of iSIGHT; and in February 2016, we issued 742,026 shares of common stock in connection with our acquisition of Invotas. In addition, in June 2015, we issued \$920.0 million aggregate principal amount of convertible senior notes. Any future issuances could result in substantial dilution to our existing stockholders and cause the trading price of our common stock to decline.

***We do not intend to pay dividends for the foreseeable future.***

We have never declared or paid any dividends on our common stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the future. As a result, you may only receive a return on your investment in our common stock if the market price of our common stock increases.

***The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain qualified board members.***

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the listing requirements of the NASDAQ Stock Market and other applicable securities rules and regulations. Compliance with these rules and regulations has increased and will continue to increase our legal and financial compliance costs, has made and will continue to make some activities more difficult, time-consuming or costly, and has increased and will continue to increase demand on our systems and resources. Among other things, the Exchange Act requires that we file annual, quarterly and current reports with respect to our business and results of operations and maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm our business and results of operations. Although we have already hired additional employees to comply with these requirements, we may need to hire even more employees in the future, which will increase our costs and expenses.

We are subject to the independent auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act ("Section 404"), enhanced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. While we were able to determine in our management's report for fiscal 2016 that our internal control over financial reporting is effective, as well as provide an unqualified attestation report from our independent registered public accounting firm to that effect, we have and will continue to consume management resources and incur significant expenses for Section 404 compliance on an ongoing basis. In the event that our Chief Executive Officer, Chief Financial Officer, or independent registered public accounting firm determines in the future that our internal control over financial reporting is not effective as defined under Section 404, we could be subject to one or more investigations or enforcement actions by state or federal regulatory agencies, stockholder lawsuits or other adverse actions requiring us to incur defense costs, pay fines, settlements or judgments and causing investor perceptions to be adversely affected and potentially resulting in a decline in the market price of our stock.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs, and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations, and standards, and this investment will increase our general and administrative expense and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations, and standards are unsuccessful, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

We also expect that being a public company and these new rules and regulations will make it more expensive for us to obtain and maintain director and officer liability insurance, and in the future, we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly to serve on our audit committee and compensation committee.

In addition, as a result of our disclosure obligations as a public company, we have reduced strategic flexibility and are under pressure to focus on short-term results, which may adversely impact our ability to achieve long-term profitability.

***We are obligated to maintain proper and effective internal control over financial reporting. We may not complete our analysis of our internal control over financial reporting in a timely manner, or this internal control may not be determined to be effective, which may adversely affect investor confidence in our Company and, as a result, the value of our common stock.***

We are required, pursuant to the Exchange Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting, as well as a statement that our auditors have issued an attestation report on our internal controls.

While we were able to determine in our management's report for fiscal 2016 that our internal control over financial reporting is effective, as well as provide an unqualified attestation report from our independent registered public accounting firm to that effect, we may not be able to complete our evaluation, testing, and any required remediation in a timely fashion or our independent registered public accounting firm may not be able to formally attest to the effectiveness of our internal control over financial reporting in the future. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting that we are unable to remediate before the end of the same fiscal year in which the material weakness is identified, we will be unable to assert that our internal controls are effective. If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to attest to the effectiveness of our internal controls or determine we have a material weakness in our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports, which would cause the price of our common stock to decline.

***Our charter documents and Delaware law, as well as certain provisions of our convertible notes, could discourage takeover attempts and lead to management entrenchment, which could also reduce the market price of our common stock.***

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our Company. These provisions could also make it difficult for stockholders to elect directors who are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include:

- a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors;
- the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror;
- the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by our board of directors, the chairperson of our board of directors, our Chief Executive Officer or our President (in the absence of a Chief Executive Officer), which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;

- the requirement for the affirmative vote of holders of at least 66 <sup>2</sup>/<sub>3</sub>% of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the management of our business (including our classified board structure) or certain provisions of our amended and restated bylaws, which may inhibit the ability of an acquiror to effect such amendments to facilitate an unsolicited takeover attempt;
- the ability of our board of directors to amend the bylaws, which may allow our board of directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquiror to amend the bylaws to facilitate an unsolicited takeover attempt; and
- advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of us.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law, which may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a specified period of time. Additionally, certain provisions of our convertible notes could make it more difficult or more expensive for a third party to acquire us. The application of Section 203 or certain provisions of our convertible notes also could have the effect of discouraging, delaying or preventing a transaction involving a change in control of us. Any of these provisions could, under certain circumstances, depress the market price of our common stock.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

Not applicable.

## Item 5. Other Information

None.

## Item 6. Exhibits

Exhibit No.	Description of Exhibit
10.1†	Transition Agreement between the Registrant and Michael J. Berry, dated as of February 2, 2017 ( <i>incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, Commission File No. 001-36067, filed on February 2, 2017</i> )
10.2†	Outside Director Compensation Policy, as amended and currently in effect
31.1	Rule 13a-14(a) / 15(d)-14(a) Certification of Principal Executive Officer
31.2	Rule 13a-14(a) / 15(d)-14(a) Certification of Principal Financial Officer
32.1*	Section 1350 Certifications
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\* Furnished herewith.

† Indicates a management contract or compensatory plan or arrangement

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**FIREEYE, INC.**

Dated: May 4, 2017

By: /s/ Frank E. Verdecanna  
Frank E. Verdecanna  
*Executive Vice President, Chief Financial Officer and Chief Accounting Officer*  
*(Principal Financial and Accounting Officer and duly authorized signatory)*

## EXHIBIT INDEX

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101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*	Furnished herewith.
†	Indicates a management contract or compensatory plan or arrangement

## FIREEYE, INC.

## OUTSIDE DIRECTOR COMPENSATION POLICY

(Amended as of March 30, 2017)

FireEye, Inc. (the “**Company**”) believes that the granting of equity and cash compensation to the members of the Board of Directors (the “**Board**,” and members of the Board, the “**Directors**”) represents an effective tool to attract, retain and reward Directors who are not employees of the Company (the “**Outside Directors**”). This Outside Director Compensation Policy (the “**Policy**”) is intended to formalize the Company’s policy regarding grants of equity and cash compensation to its Outside Directors. Unless otherwise defined herein, capitalized terms used in this Policy will have the meaning given such term in the Company’s 2013 Equity Incentive Plan (the “**Plan**”). Each Outside Director will be solely responsible for any tax obligations incurred by such Outside Director as a result of the equity and cash awards such Outside Director receives under this Policy.

**1. GENERAL**

(a) Type of Awards. Outside Directors will be entitled to receive all types of Awards (except Incentive Stock Options) under the Plan (or the applicable equity plan in place at the time of grant), including discretionary Awards not covered under this Policy.

(b) Automatic. All grants of Awards to Outside Directors pursuant to this Policy will be automatic and nondiscretionary, except as otherwise provided herein.

(c) No Discretion. No person will have any discretion to select which Outside Directors will be granted any Awards under this Policy or to determine the number of Shares to be covered by such Awards.

(d) Value. For purposes of this Policy, “**Value**” means, with respect to any award of restricted stock units (“**RSUs**”), the Fair Market Value of the Shares subject thereto on the grant date of the award, or such other methodology the Board or the Compensation Committee of the Board (the “**Compensation Committee**”) may determine prior to the grant of the RSUs becoming effective, as applicable.

**2. INITIAL RETAINERS**

Subject to Section 11 of the Plan, each person who first becomes an Outside Director following June 5, 2016 automatically will be granted an award of RSUs with a total Value of \$400,000 (an “**Initial Award**”) (with the number of Shares subject thereto determined based on that total Value, but rounded down to the nearest whole Share), which will become effective on the date the person first becomes an Outside Director, whether through election by the stockholders of the Company or appointment by the Board to fill a vacancy; provided, however, that a Director who is an Employee (an “**Inside Director**”) who ceases to be an Inside Director, but who remains a Director, will not receive an Initial Award. Subject to Section 6 below and Section 14 of the Plan, each Initial Award will vest as to one-third (1/3<sup>rd</sup>) of the RSUs subject to

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the Initial Award on each anniversary of the date of grant, in each case subject to the Outside Director continuing to be a Service Provider through the applicable vesting date.

### 3. **ANNUAL RETAINERS**

(a) Amount. For purposes of this Policy, “**Annual Fee**” means, with respect to any Outside Director, as of the date of any annual meeting of the Company’s stockholders (the “**Annual Meeting**”), a total amount based on such Outside Director’s Board and other service as of the date of such Annual Meeting as follows:

Board Member	\$ 200,000		
Chairperson of the Board (if applicable)	\$ 45,000		
Lead Independent Director (if applicable)	\$ 20,000		
Committee Awards:		<u>Chair</u>	<u>Member</u>
Audit	\$ 20,000	\$ 7,000	
Compensation	\$ 10,000	\$ 5,000	
Nominating and Corporate Governance	\$ 6,250	\$ 2,500	
Government Classified Information and Security	\$ 6,250	\$ 2,500	

(b) Equity Awards. Subject to Section 11 of the Plan, on the date of each Annual Meeting following June 5, 2016, each Outside Director who has been an Outside Director for six (6) months or more on the date of such Annual Meeting, automatically will be granted an award of RSUs (an “**Annual Award**”), provided that an Annual Award will not be granted to any Outside Director who is not continuing as a Director following the applicable Annual Meeting. Subject to Section 3(d) below, the Annual Award for an Outside Director will have a total Value equal to 50% of such Outside Director’s Annual Fee as of the date of such Annual Meeting (with the number of Shares subject to such Annual Award determined based on 50% of such Annual Fee, but rounded down to the nearest whole Share). Subject to Section 6 below and Section 14 of the Plan, each Annual Award will vest in full on the earlier of (i) the day prior to the next Annual Meeting held after the date of grant or (ii) the first anniversary of the date of grant, in each case subject to the Outside Director continuing to be a Service Provider through the applicable vesting date.

(c) Cash Awards. Subject to Section 3(d) below, following June 5, 2016, each Outside Director who has been granted an Annual Award on the date of an Annual Meeting shall be entitled to receive 50% of such Outside Director’s Annual Fee as of the date of such Annual Meeting in the form of cash, which shall be paid to him or her in four equal installments on a quarterly basis, with one installment paid on the 15<sup>th</sup> day of each of the first four calendar quarters following the date of such Annual Meeting (e.g., if the Annual Meeting is held in June, the quarterly payments would occur on July 15, October 15, January 15 and April 15), in each

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case subject to such Outside Director continuing to be a Service Provider through the applicable payment date.

(d) Election to Receive All of Annual Fee in Equity. No later than the day immediately prior to the date of an Annual Meeting, or such other deadline as may established by the Board or the Compensation Committee (the “ **Annual Submission Deadline** ”), each Outside Director who is then eligible to receive an Annual Award on the date of such Annual Meeting may, in lieu of receiving 50% of his or her Annual Fee as of the date of such Annual Meeting in the form of cash and the other 50% in the form of RSUs, elect to receive 100% of his or her Annual Fee as of the date of such Annual Meeting in the form of RSUs. Any such election must be submitted to the Secretary of the Company in the form and manner specified by the Secretary, and shall become irrevocable effective as of the Annual Submission Deadline. If any eligible Outside Director makes such an election on or prior to the Annual Submission Deadline, (i) the Annual Award automatically granted to such Outside Director pursuant to Section 3(b) on the date of such Annual Meeting will have a total Value of 100% of such Outside Director’s Annual Fee as of the date of such Annual Meeting (with the number of Shares subject to such Annual Award determined based on 100% of such Annual Fee, but rounded down to the nearest whole Share) and (ii) such Outside Director shall not be entitled to receive, and the Company shall not be obligated to pay, any of such Outside Director’s Annual Fee as of the date of such Annual Meeting in the form of cash.

#### **4. ADDITIONAL PROVISIONS**

All provisions of the Plan not inconsistent with this Policy will apply to Awards granted to Outside Directors.

#### **5. ADJUSTMENTS**

In the event that any dividend or other distribution (whether in the form of cash, Shares, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Shares or other securities of the Company or other change in the corporate structure of the Company affecting the Shares occurs, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under this Policy, will adjust the number of Shares issuable pursuant to Awards granted under this Policy.

#### **6. REVISIONS**

The Board or the Compensation Committee, in their respective discretion, may change and otherwise revise the terms of Awards granted under this Policy, including, without limitation, the number of Shares subject thereto, for Awards of the same or different type granted on or after the date the Board or the Compensation Committee determines to make any such change or revision.

## CERTIFICATION

I, Kevin R. Mandia, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of FireEye, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2017

/s/ Kevin R. Mandia

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Kevin R. Mandia

Chief Executive Officer

(Principal Executive Officer)

## CERTIFICATION

I, Frank E. Verdecanna, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of FireEye, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2017

/s/ Frank E. Verdecanna

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Frank E. Verdecanna

Executive Vice President, Chief Financial Officer and Chief Accounting Officer

(Principal Financial and Accounting Officer)

## SECTION 1350 CERTIFICATIONS

I, Kevin R. Mandia, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, that the Quarterly Report of FireEye, Inc. on Form 10-Q for the quarterly period ended March 31, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of FireEye, Inc.

Date: May 4, 2017

/s/ Kevin R. Mandia

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Kevin R. Mandia

Chief Executive Officer

(Principal Executive Officer)

I, Frank E. Verdecanna, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, that the Quarterly Report of FireEye, Inc. on Form 10-Q for the quarterly period ended March 31, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of FireEye, Inc.

Date: May 4, 2017

/s/ Frank E. Verdecanna

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Frank E. Verdecanna

Executive Vice President, Chief Financial Officer and Chief Accounting Officer

(Principal Financial and Accounting Officer)