

FIREEYE, INC.
Reported by
MANDIA KEVIN R.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/09/18 for the Period Ending 02/07/18

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|-------------|--|
| Address | 601 MCCARTHY BLVD MILPITAS, CA, 95035 |
| Telephone | 408-321-6300 |
| CIK | 0001370880 |
| Symbol | FEYE |
| SIC Code | 3577 - Computer Peripheral Equipment, Not Elsewhere Classified |
| Industry | Software |
| Sector | Technology |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * Mandia Kevin R. (Last) (First) (Middle) C/O FIREEYE, INC., 601 MCCARTHY BLVD (Street) MILPITAS, CA 95035 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol FireEye, Inc. [FEYE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/7/2018</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 2/7/2018 | | A | | 289998 <u>(1)</u> | A | \$0.00 | 3032773 | D | |
| Common Stock | 2/7/2018 | | A | | 200000 <u>(2)</u> | A | \$0.00 | 3232773 | D | |
| Common Stock | | | | | | | | 340691 | I | See footnote <u>(3)</u> |
| Common Stock | | | | | | | | 144185 | I | See footnote <u>(4)</u> |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) Represents shares underlying restricted stock units ("RSUs") paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to one-third of the underlying shares on February 15, 2018, and with respect to an additional one-third of the underlying shares on each of the two anniversaries thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- (2) Represents shares underlying restricted stock units ("RSUs"). One-fourth (1/4) of the RSUs will vest on each of the first four anniversaries of February 15, 2018, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- (3) Shares held of record by the Kevin R. Mandia 2011 Irrevocable Trust Dated July 29, 2011 (the "Irrevocable Trust"). The Reporting Person's spouse, as trustee, has shared voting and investment power with respect to the shares held of record by the Irrevocable Trust. The Reporting Person disclaims beneficial ownership of such shares.
- (4) Shares held of record by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purpose of Section 16 or for any other reason.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mandia Kevin R. C/O FIREEYE, INC., 601 MCCARTHY BLVD MILPITAS, CA 95035 | X | | Chief Executive Officer | |

Signatures

Louise Carbone, Attorney-in-Fact

2/9/2018

—Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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