

# PROOFPOINT INC

Reported by  
**KNIGHT DAVID**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

Address 892 ROSS DRIVE  
SUNNYVALE, CA 94089  
Telephone 408-517-4710  
CIK 0001212458  
Symbol PFPT  
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services  
Industry IT Services & Consulting  
Sector Technology  
Fiscal Year 12/31



to 1/4th of the total number of shares in equal annual installments beginning on March 29, 2019. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Knight David</b> <b>C/O PROOFPOINT, INC.</b> <b>892 ROSS DRIVE</b> <b>SUNNYVALE, CA 94089</b>			<b>EVP/GM, Threat Sys Product Grp</b>	

**Signatures**

/s/ David Knight By Michael Yang, Attorney-In-Fact

5/3/2017

\*\*Signature of Reporting Person

Date

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

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

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

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

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