

# PROOFPOINT INC

Reported by  
**STEELE GARY**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/05/18 for the Period Ending 02/01/18

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

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

<b>1. Name and Address of Reporting Person *</b>  <b>Steele Gary</b> (Last) (First) (Middle)  <b>C/O PROOFPOINT, INC., 892 ROSS DRIVE</b> (Street)  <b>SUNNYVALE, CA 94089</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>PROOFPOINT INC [ PFPT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/1/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/1/2018		M (1)		15000	A	\$0	63551	D	
Common Stock	2/1/2018		M (2)		10750	A	\$0	74301	D	
Common Stock	2/1/2018		M (3)		7900	A	\$0	82201	D	
Common Stock	2/1/2018		M (4)		11250	A	\$0	93451	D	
Common Stock	2/1/2018		F (5)		22263	D	\$102.02	71188	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0 (6)	2/1/2018		M (1)		15000		(7)	(7)	Common Stock	15000	\$0	0	D	
Restricted Stock Units	\$0 (6)	2/1/2018		M (2)		10750		(8)	(8)	Common Stock	10750	\$0	10750	D	
Restricted Stock Units	\$0 (6)	2/1/2018		M (3)		7900		(9)	(9)	Common Stock	7900	\$0	15800	D	
Restricted Stock Units	\$0 (6)	2/1/2018		M (4)		11250		(10)	(10)	Common Stock	11250	\$0	33750	D	

**Explanation of Responses:**

- (1) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on March 17, 2014.
- (2) Vesting of RSUs granted to the Reporting Person on March 24, 2015.
- (3) Vesting of RSUs granted to the Reporting Person on March 29, 2016.
- (4) Vesting of RSUs granted to the Reporting Person on February 6, 2017.
- (5) Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (6) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (7) The RSUs vest as to 1/4th of the total number of shares on February 1, 2015 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- (8) The RSUs vest as to 1/4th of the total number of shares on February 1, 2016 and thereafter will vest as to 1/4th of the total number of shares in equal annual

installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

- (9) The RSUs vest as to 1/4th of the total number of shares on February 1, 2017 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- (10) The RSUs vest as to 1/4th of the total number of shares on February 1, 2018 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. 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>Steele Gary</b> <b>C/O PROOFPOINT, INC.</b> <b>892 ROSS DRIVE</b> <b>SUNNYVALE, CA 94089</b>	<b>X</b>		<b>Chief Executive Officer</b>	

**Signatures**

/s/ Gary Steele by Michael Yang, Attorney-in-Fact

2/5/2018

\*\*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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