

FireEye, Inc.
Form 4
February 12, 2015

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERIDAN MICHAEL J

(Last) (First) (Middle)

C/O FIREEYE, INC., 1440 MCCARTHY BLVD.

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FireEye, Inc. [FEYE]

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
Common Stock	04/29/2014		G	V 2,000 D \$ 0	1,131,568 ⁽¹⁾	D	
Common Stock	04/29/2014		G	V 500 A \$ 0	3,000	I	See footnote ⁽²⁾
Common Stock	04/29/2014		G	V 500 A \$ 0	3,000	I	See footnote ⁽²⁾
Common Stock	04/29/2014		G	V 500 A \$ 0	1,500	I	See footnote ⁽²⁾
Common Stock	02/10/2015		A	<u>21,525</u> ⁽³⁾ A \$ 0	1,153,093	D	

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Common Stock 02/10/2015 A 12,500(4) A \$ 0 1,165,593 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nature of Derivative Security Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships
SHERIDAN MICHAEL J C/O FIREEYE, INC., 1440 MCCARTHY BLVD. MILPITAS, CA 95035	Director 10% Owner Officer SVP & Chief Financial Officer Other

Signatures

Theresa Medina,
Attorney-in-Fact 02/12/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Includes 1,039 shares purchased on November 17, 2014 under the Issuer's 2013 Employee Stock Purchase Plan.
(2) As custodian for the benefit of minor child.
(3)

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Represents shares underlying restricted stock units ("RSUs"), paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest in full on February 15, 2017, subject to the Reporting Person's continued service through such date.

- Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest with respect to 50% of the underlying shares on
- (4) February 15, 2017, and with respect to an additional 50% of the underlying shares on February 15, 2018, in each case subject to the Reporting Person's continued service through the applicable vesting date.

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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