

INFOBLOX INC
Form 4
November 09, 2016

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 *
Gupta Ashish

(Last) (First) (Middle)
C/O INFOBLOX INC., 3111
CORONADO DRIVE
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFOBLOX INC [BLOX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
EVP & Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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)
			Code	V Amount (D) Price			
Common Stock	11/07/2016		D	2,678 (1) D (2) 85,000	D		
Common Stock	11/07/2016		D	42,500 (3) D (2) 42,500	D		
Common Stock	11/07/2016		D	42,500 (4) D (2) 0	D		

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

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number.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupta Ashish C/O INFOBLOX INC. 3111 CORONADO DRIVE SANTA CLARA, CA 95054			EVP & Chief Marketing Officer	

Signatures

Ashish Gupta, by Stephen Yu, his Attorney-in-Fact
11/09/2016
Date

**Signature of Reporting Person

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 1,823 shares acquired under the Infoblox Inc. ("Issuer") 2012 Employee Stock Purchase Plan ("ESPP") on December 21, 2015, and 855 shares acquired under the ESPP on November 2, 2016. As of the Effective Time (as defined in the Merger Agreement), the shares shown on this line were converted into the right to receive \$26.50 per share, net to the seller in cash, without interest (the "Merger Consideration").
- (2) Pursuant to the terms of the Agreement and Plan of Merger, dated September 16, 2016, (the "Merger Agreement"), by and among Delta Holdco, LLC, India Merger Sub, Inc., and Issuer, as of the Effective Time, each of the Reporting Person's shares of the Issuer common stock was cancelled and converted into the right to receive the Merger Consideration.
- (3) Represents 42,500 shares subject to the issuance upon settlement of vested restricted stock units ("RSUs"), which, upon the Effective Time, were cancelled and converted into the right to receive an amount equal to (i) the number of shares of Issuer common stock subject to such RSUs multiplied by (ii) the Merger Consideration.
- (4) Represents 42,500 shares subject to the issuance upon settlement of unvested RSUs, which, upon the Effective Time, were cancelled and converted into the right to receive an amount in cash equal to the product of the (i) Merger Consideration and (ii) the number of shares of

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Issuer common stock subject to such unvested RSUs, which shall remain subject to the Reporting Person's continued employment with the Issuer through each applicable vesting date, vest and be payable at the same time and on the same vesting schedule as applied to the cancelled unvested RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.