

IMPERVA INC  
Form S-8 POS  
January 10, 2019

As filed with the Securities and Exchange Commission on January 10, 2019

**Registration No. 333-228181**

**333-224758**

**333-222380**

**333-219850**

**333-217756**

**333-211221**

**333-207825**

**333-206243**

**333-202423**

**333-198216**

**333-194955**

**333-194208**

**333-186779**

**333-179552**

**333-177845**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**

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**to Registration Statements on**

**Form S-8**

***UNDER THE SECURITIES ACT OF 1933***

**IMPERVA, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware** **03-0460133**  
**(State or other jurisdiction of** **(I.R.S. Employer**  
**incorporation or organization)** **Identification No.)**

**3400 Bridge Parkway**

**Redwood Shores, California 94065**

**(Address of principal executive offices) (Zip Code)**

**The Prevoty, Inc. First Amended and Restated 2013 Stock Incentive Plan**

**Imperva, Inc. 2011 Employee Stock Purchase Plan**

**Imperva, Inc. Amended and Restated 2015 Equity Inducement Plan**

**Imperva, Inc. 2011 Stock Option and Incentive Plan, as Amended**

**Incapsula, Inc. 2010 Stock Incentive Plan**

**Imperva, Inc. 2003 Stock Plan**

**Inducement Stock Option Plan and Agreement**

**Inducement Restricted Stock Unit Plan and Agreement**

**Skyfence Networks Ltd. 2013 Share Incentive Plan**

**(Full title of plans)**

**Mike Burns**

**Chief Financial Officer**

**Imperva, Inc.**

**3400 Bridge Parkway**

**Redwood Shores, California 94065**

**(Name and address of agent for service)**

**(650) 345-9000**

**(Telephone number, including area code, of agent for service)**

**Copies to:**

**Shulamite White, Esq.**

**General Counsel**

**Imperva, Inc.**

**3400 Bridge Parkway**

**Redwood Shores, CA 94065**

**Telephone: (650) 345-9000**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following registration statements on Form S-8 (collectively, the Registration Statements ) previously filed by Imperva, Inc. (the Company or the Registrant ) with the Securities and Exchange Commission:

<b>Registration No.</b>	<b>Filing Date</b>	<b>Name of Equity Plan or Agreement</b>	<b>Shares of Common Stock, Par Value \$0.0001 Per Share</b>
333-228181	November 5, 2018	The Prevoty, Inc. First Amended and Restated 2013 Stock Incentive Plan	141,279
333-224758	May 9, 2018	Imperva, Inc. 2011 Employee Stock Purchase Plan	342,338
333-222380	January 2, 2018	Imperva, Inc. Amended and Restated 2015 Equity Inducement Plan	200,000
333-219850	August 10, 2017	Imperva, Inc. 2015 Equity Inducement Plan, as Amended	250,000
333-217756	May 8, 2017	Imperva, Inc. 2015 Equity Inducement Plan, as Amended	100,000
		Imperva, Inc. 2011 Stock Option and Incentive Plan, as Amended	850,000
333-211221	May 9, 2016	Imperva, Inc. 2011 Employee Stock Purchase Plan	330,889
		Imperva, Inc. 2011 Stock Option and Incentive Plan, as Amended	1,300,000
333-207825	November 5, 2015	Imperva, Inc. 2011 Employee Stock Purchase Plan	318,371
333-206243	August 7, 2015	Imperva, Inc. 2015 Equity Inducement Plan	100,000
		Inducement Stock Option Plan and Agreement	25,000
333-202423	March 2, 2015	Inducement Restricted Stock Unit Plan and Agreement	25,000
		Imperva, Inc. 2011 Stock Option and Incentive Plan	1,075,819
333-198216	August 18, 2014	Imperva, Inc. 2011 Employee Stock Purchase Plan	268,955
		Inducement Stock Option Plan and Agreement	265,000
333-194955	April 1, 2014	Inducement Restricted Stock Unit Plan and Agreement	265,000
		Incapsula, Inc. 2010 Stock Incentive Plan	228,763
333-194208	February 28, 2014	Skyfence Networks Ltd. 2013 Share Incentive Plan	24,248
		Imperva, Inc. 2011 Stock Option and Incentive Plan	1,008,260
333-186779	February 21, 2013	Imperva, Inc. 2011 Employee Stock Purchase Plan	252,065
		Imperva, Inc. 2011 Stock Option and Incentive Plan	971,843
		Imperva, Inc. 2011 Employee Stock Purchase Plan	242,961

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333-179552	February 16, 2012	Imperva, Inc. 2011 Stock Option and Incentive Plan	924,747
		Imperva, Inc. 2011 Employee Stock Purchase Plan	229,782
333-177845	November 9, 2011	Imperva, Inc. 2011 Stock Option and Incentive Plan	1,955,568
		Imperva, Inc. 2003 Stock Plan	2,866,119
		Imperva, Inc. 2011 Employee Stock Purchase Plan	500,000

Pursuant to the Agreement and Plan of Merger (the Merger Agreement ), dated October 10, 2018, by and among Imperial Purchaser, LLC, a Delaware limited liability company ( Newco ), Imperial Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Newco ( Merger Sub ) and the Company, Merger Sub merged with and into the Company, and the Company continued as the surviving corporation and as a wholly owned subsidiary of Newco (the Merger ).

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to the Registration Statements. The Company is filing a post-effective amendment for each Registration Statement pursuant to Rule 478 under the Securities Act of 1933, as amended, and the undertakings in each Registration Statement, to remove from registration any of the securities registered thereunder that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood Shores, State of California, this 10th day of January 2019.

**IMPERVA, INC.**

By: /s/ Mike Burns  
Mike Burns  
Chief Financial Officer

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.