

IMPERVA INC
Form 4
November 17, 2014

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 *
Shaya Yaniv

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400
BRIDGE PARKWAY, SUITE 200

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMPERVA INC [IMPV]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2014

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)
Senior VP, Engineering

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)
			Code	V	Amount or Price		
Common Stock	11/14/2014		M		5,000 A \$ 5.42	D	
Common Stock	11/14/2014		M		4,688 A \$ 32.79	D	
Common Stock	11/14/2014		M		11,250 A \$ 28.57	D	
Common Stock	11/14/2014		S		20,938 D \$ 44.524	D	
					(1)		

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 5.42	11/14/2014		M	5,000	<u>(2)</u> 03/02/2021	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 32.79	11/14/2014		M	4,688	<u>(3)</u> 02/07/2022	Common	4,688
Employee Stock Option (right to buy)	\$ 28.57	11/14/2014		M	11,250	<u>(4)</u> 07/15/2022	Common	11,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shaya Yaniv
C/O IMPERVA, INC.
3400 BRIDGE PARKWAY, SUITE 200
REDWOOD SHORES, CA 94065

Senior VP, Engineering

Signatures

/s/ Tram Phi,
Attorney-in-Fact 11/14/2014

__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) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$44.50 to \$44.67. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(2) This stock option vests over three years of continuous service as follows: 25% of the underlying shares vest 27 months following the vesting commencement date of January 1, 2011, with the remaining 75% vesting in equal quarterly installments over the next three quarters. This stock option is subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

(3) This stock option vests over three years of continuous service as follows: 25% of the underlying shares vest 27 months following the vesting commencement date of January 1, 2012, with the remaining 75% vesting in equal quarterly installments over the next three quarters. This stock option is subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

(4) This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of July 1, 2012, with the remaining 75% vesting in equal quarterly installments over the next three years. This Stock Option is subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

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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