

Phi Tram T
Form 4
May 17, 2018

FORM 4

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

OMB APPROVAL

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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, 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 *
Phi Tram T

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400
BRIDGE PARKWAY

(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)
05/15/2018

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 & General Counsel

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 (A) or (D) Price		
Common Stock	05/15/2018		M		681 \$ 0	D	
Common Stock	05/15/2018		F(1)		236 \$ 47.45	D	
Common Stock	05/15/2018		M		516 \$ 0	D	
Common Stock	05/15/2018		F(1)		179 \$ 47.45	D	
Common Stock	05/15/2018		M		543 \$ 0	D	

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Common Stock	05/15/2018	F ⁽¹⁾	188	D	\$ 47.45	7,603	D	
Common Stock	05/15/2018	M	636	A	\$ 0	8,239	D	
Common Stock	05/15/2018	F ⁽¹⁾	220	D	\$ 47.45	8,019	D	
Common Stock	05/15/2018	M	875	A	\$ 0	8,894	D	
Common Stock	05/15/2018	F ⁽¹⁾	303	D	\$ 47.45	8,591	D	
Common Stock	05/15/2018	M	256	A	\$ 0	8,847	D	
Common Stock	05/15/2018	F ⁽¹⁾	89	D	\$ 47.45	9,370 ⁽²⁾	D	
Common Stock						24,689	I	See Footnote ⁽³⁾

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

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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. Amount or Number of Shares
Restricted Stock Units	⁽⁴⁾	05/15/2018		M	681	⁽⁵⁾ 01/31/2026 ⁽⁶⁾	Common Stock	681
Restricted Stock Units	⁽⁴⁾	05/15/2018		M	516	⁽⁷⁾ 01/31/2026 ⁽⁶⁾	Common Stock	516

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- (8) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2017, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are 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.
- (9) The restricted stock units vest as follows: 12.5% of the underlying shares vest on February 15, 2018, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are 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.
- (10) The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of May 15, 2017, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are 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.
- (11) The restricted stock units vest as follows: 12.5% of the underlying shares vest on May 15, 2018, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are 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. 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.