

FireEye, Inc.  
Form 4  
February 13, 2017

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Reese Travis M.

(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)  
02/09/2017

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)

President

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)
Common Stock	02/09/2017		A	1,360 <sup>(1)</sup>	A \$ 0 387,787	D	
Common Stock	02/09/2017		A	10,000 <sup>(2)</sup>	A \$ 0 397,787	D	
Common Stock	02/09/2017		A	25,000 <sup>(3)</sup>	A \$ 0 422,787	D	
Common Stock	02/02/2017		A	145,450 <sup>(4)</sup>	A \$ 0 568,237	D	
Common Stock					121,585	I	See footnote <sup>(5)</sup>

# Edgar Filing: FireEye, Inc. - Form 4

Common Stock	35,000	I	See footnote (6)
Common Stock	20,115	I	See footnote (7)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Reese Travis M. C/O FIREEYE, INC. 1440 MCCARTHY BLVD MILPITAS, CA 95035			President	

## Signatures

Louise Carbone,  
Attorney-in-Fact 02/13/2017

\*\*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 shares underlying restrict 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") paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to 50% of the underlying shares on February 15, 2017, and with respect to an additional 25% of the underlying shares on each of the two anniversaries thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- (2)
- Represents shares underlying restricted stock units ("RSUs"), paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to 25% of the underlying shares on February 15, 2017, and with respect to an additional 25% of the underlying shares on each of the three anniversaries thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- (3)
- Represents shares underlying restricted stock units ("RSUs"). One-third (1/3) of the RSUs will vest on each of the first three anniversaries of February 15, 2017, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- (4)
- (5) Shares held of record by the Travis M Reese Family Trust, for which the Reporting Person and his spouse serve as trustees.
- (6) Shares held of record by the Travis M. Reese Revocable Trust, for which the Reporting Person serves as a trustee.
- Shares held of record by the Reporting Person's spouse. The reporting person disclaims beneficial ownership of the shares held by his
- (7) spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purpose of Section 16 or for any other reason.

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.