

FireEye, Inc.
Form 4
February 13, 2017

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 *
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
 Officer (give title below) ___ Other (specify below)
President

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

See footnote (5)

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) Shares held of record by the Travis M Reese Family Trust, for which the Reporting Person and his spouse serve as trustees.
- (5) 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.