

FireEye, Inc.
Form 4
May 23, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARG GAURAV

(Last) (First) (Middle)

**C/O FIREEYE, INC., 1440
MCCARTHY BOULEVARD**

(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)
05/21/2014

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)

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. 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/21/2014		J ⁽¹⁾	4,266 A	\$ 0 4,266	I	See footnote ⁽²⁾
Common Stock	05/22/2014		J ⁽¹⁾	4,266 A	\$ 0 8,532	I	See footnote ⁽²⁾
Common Stock	05/21/2014		J ⁽¹⁾	4,266 A	\$ 0 4,266	I	See footnote ⁽³⁾
Common Stock	05/22/2014		J ⁽¹⁾	4,266 A	\$ 0 8,532	I	See footnote ⁽³⁾
Common Stock	05/21/2014		J ⁽¹⁾	948 A	\$ 0 415,608	I	See footnote ⁽⁴⁾

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Common Stock	05/22/2014	J ⁽¹⁾	948	A	\$ 0	416,556	I	See footnote ⁽⁴⁾
Common Stock						656,003	I	See footnote ⁽⁵⁾
Common Stock						228,134	I	See footnote ⁽⁶⁾
Common Stock						228,133	I	See footnote ⁽⁷⁾
Common Stock						17,163	I	See footnote ⁽⁸⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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
GARG GAURAV C/O FIREEYE, INC. 1440 MCCARTHY BOULEVARD MILPITAS, CA 95035	X

Signatures

Jeannette Bjoernsen, as
Attorney-in-fact

05/23/2014

__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 pro-rata in-kind distribution of Common Stock of the Issuer by Sequoia Capital XI Principals Fund, LP without consideration to its limited partners and general partners.
- (2) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Three, for which the Reporting Person serves as a trustee.
- (3) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the 2010 Garg/Shah GRAT Number Four, for which the Reporting Person serves as a trustee.
- (4) Shares held of record by Hilltop Family Partnership, for which the Reporting Person serves as a general partner.
- (5) Shares held of record by the Gaurav Garg and Komal Shah Trust dated April 27, 2000, for which the Reporting Person serves as a trustee.
- (6) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number One, for which the Reporting Person serves as a trustee.
- (7) Shares held of record by Gaurav Garg and Komal Shah, Trustees of the Garg/Shah GRAT Number Two, for which the Reporting Person serves as a trustee.
- (8) Shares held of record by Alameda Alpha, LLC, for which the Reporting Person serves as a general partner.

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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