

INFOBLOX INC
Form 4
November 09, 2016

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 *
ANDERSEN JESPER

(Last) (First) (Middle)

C/O INFOBLOX INC., 3111
CORONADO DRIVE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFOBLOX INC [BLOX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2016

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 and CEO

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 | 11/07/2016 | | M | | 73,975 (1) | A | (2) 354,608 D |
| Common Stock | 11/07/2016 | | D | | 68,133 (3) | D | (2) 286,475 D |
| Common Stock | 11/07/2016 | | D | | 106,250 (4) | D | (2) 180,225 D |
| Common Stock | 11/07/2016 | | D | | 106,250 (5) | D | (2) 73,975 D |
| Common Stock | 11/07/2016 | | D | | 36,987 (6) | D | (2) 36,988 D |

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Common Stock 11/07/2016 D 36,988 (7) D (2) 0 D

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Management Stock Unit | (2) | 11/07/2016 | | M | 73,975 (1) | (1) 09/11/2015 | Common Stock 73,975 |
| Employee Stock Option (right to buy)(NQ) | \$ 17.74 | 11/07/2016 | | D | 300,000 | (8) 12/10/2024 | Common Stock 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSEN JESPER C/O INFOBLOX INC. 3111 CORONADO DRIVE SANTA CLARA, CA 95054 | X | | President and CEO | |

Signatures

Jesper Andersen, by Stephen Yu, his Attorney-in-Fact 11/09/2016

**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 73,975 performance-based market stock units ("MSUs") that were accelerated pursuant to the Merger Agreement (as defined below) as defined below).

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(2) Pursuant to the terms of the Agreement and Plan of Merger, dated September 16, 2016, (the "Merger Agreement"), by and among Delta Holdco, LLC, India Merger Sub, Inc., and Infoblox Inc. ("Issuer"), as of the Effective Time (as defined in the Merger Agreement), the shares shown on this line were converted into the right to receive \$26.50 per share, net to the seller in cash, without interest (the "Merger Consideration").

(3) Includes shares acquired by the Reporting Person under the Issuer's 2012 Employee Stock Purchase Plan and shares from the settlement of restricted stock units ("RSUs") and MSUs issued to the Reporting Person under the Issuer's 2012 Equity Incentive Plan. As of the Effective Time (as defined in the Merger Agreement), the shares shown on this line were converted into the right to receive the Merger Consideration.

(4) Represents 106,250 shares subject to the issuance upon settlement of unvested RSUs, which, upon the Effective Time, were cancelled and converted into the right to receive an amount in cash equal to the product of the (i) Merger Consideration and (ii) the number of shares of Issuer common stock subject to such unvested RSUs, which shall remain subject to the Reporting Person's continued employment with the Issuer through each applicable vesting date, vest and be payable at the same time and on the same vesting schedule as applied to the cancelled unvested RSUs.

(5) Represents 106,250 shares subject to the issuance upon settlement of vested restricted stock units, which, upon the Effective Time, were cancelled and converted into the right to receive an amount equal to (i) the number of shares of Issuer common stock subject to such RSUs multiplied by (ii) the Merger Consideration.

(6) Represents 36,988 shares subject to the issuance upon settlement of vested MSUs, which, upon the Effective Time, were cancelled and converted into the right to receive an amount equal to (i) the number of shares of Issuer common stock subject to such MSUs multiplied by (ii) the Merger Consideration.

(7) Represents 36,988 shares subject to the issuance upon settlement of unvested MSUs, which, upon the Effective Time, were cancelled and converted into the right to receive an amount in cash equal to the product of the (i) Merger Consideration and (ii) the number of shares of Issuer common stock subject to such unvested MSUs, which shall remain subject to the Reporting Person's continued employment with the Issuer through each applicable vesting date, vest and be payable at the same time and on the same vesting schedule as applied to the cancelled unvested MSUs (without regard to the achievement of any performance metrics).

(8) Upon the Effective Time, this option was cancelled and converted into the right to receive an amount equal to (i) the aggregate number of Issuer Common Stock subject to such this option multiplied by (ii) the excess, if any, of the Merger Consideration over the per share exercise price of such the option.

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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