

FireEye, Inc.
Form 4
September 27, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
HAQUE PROMOD

2. Issuer Name and Ticker or Trading Symbol
FireEye, Inc. [FEYE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**525 UNIVERSITY AVENUE,
SUITE 800,**

3. Date of Earliest Transaction
(Month/Day/Year)
09/25/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/25/2013 | | C | V Amount 3,070,548 (A) or (D) A | Price (1) (2) (3) (4) 3,070,548 (5) (6) | I | By Limited Partnership (7) |
| Common Stock | 09/25/2013 | | C | V Amount 17,773,317 (A) or (D) A | Price (1) (2) (3) (4) 17,773,317 (5) (6) | I | By Limited Partnership (8) |

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A-2 Convertible Preferred Stock | <u>(1)</u> | 09/25/2013 | | C | 708,645 | <u>(1)</u> | <u>(1)</u> | Common Stock | 831,2 |
| Series B Convertible Preferred Stock | <u>(2)</u> | 09/25/2013 | | C | 389,728 | <u>(2)</u> | <u>(2)</u> | Common Stock | 546,1 |
| Series C Convertible Preferred Stock | <u>(3)</u> | 09/25/2013 | | C | 113,840 | <u>(3)</u> | <u>(3)</u> | Common Stock | 169,7 |
| Series D Convertible Preferred Stock | <u>(4)</u> | 09/25/2013 | | C | 1,233,006 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,233, |
| Series E Convertible Preferred Stock | <u>(5)</u> | 09/25/2013 | | C | 159,597 | <u>(5)</u> | <u>(5)</u> | Common Stock | 159,5 |
| Series F Convertible Preferred Stock | <u>(6)</u> | 09/25/2013 | | C | 130,742 | <u>(6)</u> | <u>(6)</u> | Common Stock | 130,7 |
| Series A-2 Convertible Preferred Stock | <u>(1)</u> | 09/25/2013 | | C | 4,102,130 | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,812, |
| Series B Convertible | <u>(2)</u> | 09/25/2013 | | C | 2,256,017 | <u>(2)</u> | <u>(2)</u> | Common Stock | 3,161, |

| | | | | | | | | | |
|--------------------------------------|-----|------------|---|-----------|-----|-----|--------------|--------|--|
| Preferred Stock | | | | | | | | | |
| Series C Convertible Preferred Stock | (3) | 09/25/2013 | C | 658,990 | (3) | (3) | Common Stock | 982,8 | |
| Series D Convertible Preferred Stock | (4) | 09/25/2013 | C | 7,137,486 | (4) | (4) | Common Stock | 7,137, | |
| Series E Convertible Preferred Stock | (5) | 09/25/2013 | C | 923,856 | (5) | (5) | Common Stock | 923,8 | |
| Series F Convertible Preferred Stock | (6) | 09/25/2013 | C | 755,675 | (6) | (6) | Common Stock | 755,6 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAQUE PROMOD 525 UNIVERSITY AVENUE, SUITE 800 PALO ALTO, CA 94301 | X | X | | |
| NORWEST VENTURE PARTNERS VIII LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | | X | |
| Norwest Venture Partners IX, LP 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | | X | |
| Crowe Jeffrey 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | | X | |
| Howard Matthew D. 525 UNIVERSITY AVENUE SUITE 800 PALO ALTO, CA 94301 | | | X | |

Signatures

/s/ Kurt Betcher,
Attorney-In-Fact

09/27/2013

__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) The Series A-2 Convertible Preferred Stock automatically converted into Common Stock on a 1.17308 to 1 basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (2) The Series B Convertible Preferred Stock automatically converted into Common Stock on a 1.40127 to 1 basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (3) The Series C Convertible Preferred Stock automatically converted into Common Stock on a 1.4915 to 1 basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (4) The Series D Convertible Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (5) The Series E Convertible Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (6) The Series F Convertible Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

(7) The securities shown on Line 1 of Table I and Lines 1 through 6 of Table II represent securities held of record by Norwest Venture Partners VIII, LP ("NVP VIII"). By virtue of their positions as co-Chief Executive Officers of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Promod Haque, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Haque, Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

(8) The securities shown on Line 2 of Table I and Lines 7 through 12 of Table II represent securities held of record by Norwest Venture Partners IX, LP ("NVP IX"). By virtue of their positions as co-Chief Executive Officers of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP IX, Promod Haque, Matthew Howard and Jeffrey Crowe may be deemed to share voting and dispositive power with respect to such securities. Messrs. Haque, Howard and Crowe disclaim beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

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.