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Form 4	NTINC									
February 06	, 2017									
FORM			GEGU	DIFIER				т	PPROVAL	
	UNITED	STATES		shington			E COMMISSION	OMB Number:	3235-0287	
Check th if no lon						Expires:	January 31, 2005			
subject t Section Form 4 o Form 5		NGES IN SECUI	Estimated burden hou response	average Irs per						
obligatio may con <i>See</i> Instr 1(b).	ons Section 17((a) of the l	Public U	Itility Ho	lding Co		inge Act of 1934, t of 1935 or Section 1940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Newell Tracey			Symbol	er Name an FPOINT		-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3 Date of	of Earliest T	- Transaction	-	(Che	eck all applicable)		
C/O PROOFPOINT, INC., 892 ROSS DRIVE			(Month/Day/Year) 02/02/2017				Director 10% Owner X_ Officer (give title Other (specify below) EVP, Worldwide Sales			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SUNNYVA	ALE, CA 94089						Person		eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Damindan Da	nont on a concrata line	for each a	occ of coo		Amount	(D) Price				
Reminder: Rej	port on a separate line	e for each cl	ass of sec	urfues bene	-	-	spond to the colle	ction of	SEC 1474	
					inforr requi	nation con red to resp ays a curre	tained in this form ond unless the for ently valid OMB co	n are not rm	(9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	,	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	02/02/2017		А		16,000		(2)	(2)	Common Stock	16,000	

Reporting Owners

Reporting Owner Name / Address	ress							
	Director 10% Owner Officer		Officer	Other				
Newell Tracey C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			EVP, Worldwide Sales					
Signatures								
/s/ Tracey Newell by Michael Y Attorney-in-Fact	Yang,		02/06/2017					

<u>**</u>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) Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.

(2) The RSUs will vest as to 1/4th of the total number of shares on February 1, 2018 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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.

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