Phi Tram T Form 4 February 08, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Phi Tram T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) IMPERVA INC [IMPV]

(Check all applicable)

C/O IMPERVA, INC., 3400

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

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

6. Individual or Joint/Group Filing(Check

BRIDGE PARKWAY

4. If Amendment, Date Original

Senior VP & General Counsel

Filed(Month/Day/Year)

(Instr. 8)

02/06/2018

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

REDWOOD SHORES, CA 94065

(Street)

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/06/2018		A		5,086		(2)	02/05/2027(3)	Common Stock	5,086
Restricted Stock Units	(1)	02/06/2018		A		2,046		<u>(4)</u>	04/24/2027(3)	Common Stock	2,046

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Phi Tram T C/O IMPERVA, INC. 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065

Senior VP & General Counsel

Signatures

/s/ Shulamite White, Attorney-in-Fact

02/08/2018

**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 represents a contingent right to receive one share of common stock of the issuer upon vesting.
- On February 6, 2017, the compensation committee of the board of directors granted performance-based restricted stock units subject to the Issuer's achievement of performance conditions for the year ended December 31, 2017. On February 6, 2018, the compensation committee determined that the performance conditions had been achieved at 58.46% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on February 15, 2018, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
- (3) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.

subject to the Issuer's achievement of performance conditions for the year ended December 31, 2017. On February 6, 2018, the compensation committee determined that the performance conditions had been achieved at 58.46% of the target and awarded the restricted stock units, which vest as to 12.5% of the underlying shares on May 15, 2018, with the remainder vesting quarterly in 12.5% increments. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

On April 25, 2017, the compensation committee of the board of directors granted performance-based restricted stock units

Reporting Owners 2

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