Hahn Eric Form 4 May 18, 2018

### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hahn Eric

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

Common

Stock

(First) (Middle) PROOFPOINT INC [PFPT]

(Check all applicable)

C/O PROOFPOINT, INC., 892

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

05/17/2018

\_X\_\_ Director 10% Owner \_X\_ Other (specify

**ROSS DRIVE** 

Officer (give title below) below) Chairman

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

Applicable Line) \_X\_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

I

Person

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Seci	ırities Acquir	ed, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A) or	Price	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	05/17/2018		S <u>(1)</u>	5,000 (2)	D	\$ 122.3248 (3)	13,001	D	
C									By

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.

202,008

Family

Trust (4)

### Edgar Filing: Hahn Eric - Form 4

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hahn Eric C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089	X			Chairman			

## **Signatures**

/s/ Eric Hahn By Michael Yang, 05/18/2018 Attorney-In-Fact

> \*\*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) This transaction was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 5, 2016.
- (2) Represents the aggregate of sales effected on the same day at different prices
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$122.00 to \$122.74 per share. Full (3) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and
- Exchange Commission, the Issuer, or a security holder of the Issuer.
- Shares directly held by the Hahn Family Trust dated 10/20/1999, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.

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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