

PROOFPOINT INC  
Form 4  
February 10, 2014

**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 \*  
MDV VII LP

(Last) (First) (Middle)  
3000 SAND HILL ROAD, BLDG. 3,  
SUITE 290  
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PROOFPOINT INC [PFPT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/06/2014                           |  | J <sup>(1)</sup>               | 618,485 D   | \$ 0 1,728,849  | D  | <sup>(2)</sup>                    |
| Common Stock                    | 02/06/2014                           |  | J <sup>(3)</sup>               | 58,875 D  | \$ 0 1,669,974  | D  | <sup>(2)</sup>                    |
| Common Stock                    | 02/06/2014                           |  | J <sup>(4)</sup>               | 1,699 A   | \$ 0 3,398  | D  | <sup>(5)</sup>                    |

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

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(9-02)

number.

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                  |
|---|---------------|-----------|---------|------------------|
|   | Director      | 10% Owner | Officer | Other            |
| MDV VII LP<br>3000 SAND HILL ROAD, BLDG. 3, SUITE 290<br>MENLO PARK, CA 94025                   |               |           |         | Former 10% Owner |
| Seventh MDV Partners, L.L.C.<br>3000 SAND HILL ROAD, BLDG. 3, SUITE 290<br>MENLO PARK, CA 94025 |               |           |         | Former 10% Owner |
| SCHOENDORF NANCY J<br>3000 SAND HILL ROAD, BLDG. 3, SUITE 290<br>MENLO PARK, CA 94025           |               |           |         | Former 10% Owner |

## Signatures

|                                 |            |
|---------------------------------|------------|
| MDV VII, L.P.                   | 02/06/2014 |
| **Signature of Reporting Person | Date       |
| Seventh MDV Partners, L.L.C.    | 02/10/2014 |
| **Signature of Reporting Person | Date       |
| Nancy Schoendorf                | 02/10/2014 |
| **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).

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- (1) Represents a pro-rata in-kind distribution by MDV VII, L.P. ("MDV") without consideration to its limited partners.  
Shares directly held by MDV. Jonathan Feiber, a director of the issuer, and Nancy Schoendorf are managing members of Seventh MDV Partners, L.L.C. ("Seventh"), the general partner of MDV. Each of Jonathan Feiber, Nancy Schoendorf, and Seventh may be deemed to share voting and dispositive power over the shares held by MDV. Mr. Feiber, Ms. Schoendorf, and Seventh disclaim beneficial ownership of the shares held by MDV except to the extent of any pecuniary interest therein. Mr. Feiber is filing his own Form 4 separately.
- (2) Represents a pro-rata in-kind distribution by MDV as nominee for MDV VII Leaders Fund, L.P. without consideration to its limited partners.
- (3) Represents a pro-rata in-kind distribution to Nancy Schoendorf from MDV as nominee for MDV VII Leaders Fund, L.P. without consideration.
- (4) Shares directly held by Nancy Schoendorf.

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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