

Locoh-Donou Francois  
Form 4  
May 03, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Locoh-Donou Francois

(Last) (First) (Middle)

C/O F5 NETWORKS, INC., 401  
ELLIOTT AVE. W.

(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President, CEO &amp; Director

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2019		M	Amount (1) 8,781	(A) or (D) A \$ 0	32,041	D
Common Stock	05/02/2019		S	4,001	\$ 151.58	28,040	D
				(2)			

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

SEC 1474  
(9-02)

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**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 or Amount of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit <u>(3)</u>	\$ 0	05/01/2019		M		1,426		<u>(4)</u>	<u>(5)</u>	Common Stock	1,426	\$
Restricted Stock Unit <u>(3)</u>	\$ 0	05/01/2019		M		3,770		<u>(6)</u>	<u>(5)</u>	Common Stock	3,770	\$
Restricted Stock Unit <u>(3)</u>	\$ 0	05/01/2019		M		490		<u>(7)</u>	<u>(5)</u>	Common Stock	490	\$
Restricted Stock Unit <u>(3)</u>	\$ 0	05/01/2019		M		1,350		<u>(8)</u>	<u>(5)</u>	Common Stock	1,350	\$
Restricted Stock Unit <u>(3)</u>	\$ 0	05/01/2019		M		1,745		<u>(9)</u>	<u>(5)</u>	Common Stock	1,745	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Locoh-Donou Francois C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. W. SEATTLE, WA 98119	X		President, CEO & Director	

## Signatures

/s/ Scot F. Rogers by Power of Attorney

05/03/2019

**\*\*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) Shares acquired upon vesting of the May 1, 2017, November 1, 2017 and November 1, 2018 awards of service-based Restricted Stock Units.
  - (2) This transaction was executed pursuant to a Rule 10b5-1 trading plan.
  - (3) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
  - (4) This November 1, 2017 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2018.
  - (5) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
  - (6) This May 1, 2017 award of service-based Restricted Stock Units vests thirty-three and one third percent (33 1/3%) on May 1, 2018 and the remaining sixty-six and two thirds percent (66 2/3%) vests in eight equal quarterly increments beginning August 1, 2018.
  - (7) This May 1, 2017 award of service-based Restricted Stock Units vests twenty five percent (25%) on May 1, 2018 and the remaining seventy five percent (75%) vests in twelve equal quarterly increments beginning August 1, 2018.
  - (8) This May 1, 2017 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning August 1, 2017.
  - (9) This November 1, 2018 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2019.

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. oman, Times, serif" size="2"> Cost of sales 880,676 680,878

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Gross profit 159,356 149,561 Selling, administrative and other expenses 94,849 92,169 Special credit, net (19,780)

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Operating earnings 64,507 77,172 Equity in earnings of affiliates 4,939 5,637 Interest expense, net (4,906) (5,557)

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Earnings before income taxes 64,540 77,252 Income tax expense 14,199 18,317

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Net earnings before cumulative effect of a change in	change in accounting principle, net of	tax 50,341 58,935	Cumulative effect
of a change in accounting principle, net of tax of	\$1,390 (2,269)		

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Net earnings\$ 50,341 \$ 56,666

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Earnings per share - basic:	Earnings before cumulative effect of a	change in accounting principle\$ 0.41 \$ 0.46	Cumulative
effect of a change in	accounting principle, net of tax (0.02)		

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Earnings per share - basic\$ 0.41 \$ 0.44

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Earnings per share - diluted:	Earnings before cumulative effect of a	change in accounting principle\$ 0.40 \$ 0.46	Cumulative
effect of a change in	accounting principle, net of tax (0.02)		

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Earnings per share - diluted\$ 0.40 \$ 0.44

Cash dividends paid per share\$ 0.11 \$ 0.10

Average number of shares outstanding - basic 124,157 126,882

Average number of shares outstanding - diluted 126,468 128,121

Actual number of shares outstanding at end of period 123,995 126,941

Had compensation cost for Engelhard's stock option plans been determined based on the fair value at grant date consistent with the provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, (assuming SFAS No. 123 was adopted on its effective date of October 1995), Engelhard would have reported net earnings and diluted earnings per share as follows:

Pro forma information (in thousands, except per-share data)	Three Months Ended March 31,	
	2004	2003
Net earnings - as reported	\$ 50,341	\$ 56,666
Net earnings - pro forma	47,990	55,252
Diluted earnings per share - as reported	0.40	0.44
Diluted earnings per share - pro forma	0.38	0.43

## ENGELHARD CORPORATION BUSINESS SEGMENT INFORMATION (Thousands) (Unaudited)

	Three Months Ended March 31,		Change
	2004	2003	
Net Sales			
Environmental Technologies	\$ 238,437	\$ 213,540	12%
Process Technologies	132,219	118,520	12%

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Appearance and Performance Technologies	166,293	159,196	4%
Technology segments	536,949	491,256	9%
Materials Services	491,099	328,957	49%
All other	11,984	10,226	17%
Total net sales	\$ 1,040,032	\$ 830,439	25%
Operating Earnings			
Environmental Technologies	\$ 36,989	\$ 24,577(A)	51%
Process Technologies	16,296	13,520(B)	21%
Appearance and Performance Technologies	15,051	18,583	-19%
Technology segments	68,336	56,680	21%
Materials Services	3,367	4,453	-24%
All other	(7,196)	16,039(C)	-145%
Total operating earnings	64,507	77,172	-16%
Equity in earnings of affiliates	4,939	5,637	-12%
Interest expense, net	(4,906)	(5,557)	-12%
Earnings before income taxes	64,540	77,252	-16%
Income tax expense	14,199	18,317	-22%
Net earnings before cumulative effect of a change in accounting principle, net of tax	50,341	58,935	-15%
Cumulative effect of a change in accounting principle, net of tax of \$1,390		(2,269)	
Net earnings	\$ 50,341	\$ 56,666	-11%

(A) Includes a restructuring charge of \$5.3 million (\$3.5 million after tax or \$0.03 per share) in 2003.

(B) Includes a restructuring charge of \$2.6 million (\$1.6 million after tax or \$0.01 per share) in 2003.

(C) Includes a royalty settlement gain of \$28.4 million (\$17.6 million after tax or \$0.14 per share) and a Corporate restructuring charge of \$0.8 million (\$0.5 million after tax or less than \$0.01 per share) in 2003.

**ENGELHARD CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Thousands)  
(Unaudited)

	March 31, 2004	December 31, 2003
Cash	\$ 50,838	\$ 87,889
Receivables, net	430,746	400,043
Committed metal positions	379,654	350,163
Inventories	439,877	442,787
Other current assets	114,188	112,678
Total current assets	1,415,303	1,393,560
Investments	165,647	158,664
Property, plant and equipment, net	872,734	880,822
Goodwill	274,958	275,121
Other intangible and noncurrent assets	221,632	224,836
Total assets	\$ 2,950,274	\$ 2,933,003
Short-term borrowings	\$ 45,696	\$ 68,275
Accounts payable	278,848	296,979
Hedged metal obligations	348,893	295,821
Other current liabilities	276,717	286,940
Total current liabilities	950,154	948,015
Long-term debt	398,286	390,565
Other noncurrent liabilities	304,805	309,024
Shareholders' equity	1,297,029	1,285,399
Total liabilities and shareholders' equity	\$ 2,950,274	\$ 2,933,003

**ENGELHARD CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Thousands)  
(Unaudited)

	Three Months Ended March 31,	
	2004	2003
Cash flows from operating activities		
Net earnings	\$ 50,341	\$ 56,666
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and depletion	31,016	31,202
Amortization of intangible assets	933	810
Equity results, net of dividends	(3,418)	(5,637)
Net change in assets and liabilities:		
Materials Services related	(41,700)	(60,286)

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All other	(23,173)	10,786
	<u>13,999</u>	<u>33,541</u>
Net cash provided by operating activities		
Cash flows from investing activities		
Capital expenditures	(21,918)	(15,384)
Proceeds from investments	1,988	6,611
Acquisitions and other investments		
	<u>(19,930)</u>	<u>(8,773)</u>
Net cash used in investing activities		
Cash flows from financing activities		
(Decrease)/increase in short-term borrowings	(22,579)	27,501
Increase in hedged metal obligations	30,000	61,850
Proceeds/(repayment) of long-term debt	7,720	(111)
Purchase of treasury stock	(39,669)	(23,805)
Cash from exercise of stock options	7,264	2,635
Dividends paid	(13,670)	(12,734)
	<u>(30,934)</u>	<u>55,336</u>
Net cash (used in)/provided by financing activities		
Effect of exchange rate changes on cash	(186)	1,468
	<u>(37,051)</u>	<u>81,572</u>
Net (decrease)/increase in cash		
Cash at beginning of year	87,889	48,246
	<u>\$ 50,838</u>	<u>\$ 129,818</u>
Cash at end of period		