

PROOFPOINT INC

Form 4

May 01, 2013

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Meritech Management Associates II  
L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE  
350,

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/29/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/29/2013		S		96,770	D \$ 18.6 <u>(1)</u>	2,923,962	I	See footnote <u>(2)</u>
Common Stock	04/29/2013		S		2,490	D \$ 18.6 <u>(1)</u>	75,236	I	See footnote <u>(3)</u>
Common Stock	04/29/2013		S		740	D \$ 18.6 <u>(1)</u>	22,359	I	See footnote <u>(4)</u>
Common Stock	04/30/2013		S		3,924	D \$ 18.5	2,920,038	I	See footnote <u>(2)</u>

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Common Stock	04/30/2013	S	101	D	\$ 18.5	75,135	I	See footnote <sup>(3)</sup>
Common Stock	04/30/2013	S	30	D	\$ 18.5	22,329	I	See footnote <sup>(4)</sup>

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

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SEC 1474  
(9-02)

**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. 3)
				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
Meritech Management Associates II L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301	X
Meritech Capital Associates II L.L.C. 245 LYTTON AVENUE, SUITE 350 SUITE 200 PALO ALTO, CA 94301	X
MERITECH CAPITAL PARTNERS II LP 245 LYTTON AVENUE, SUITE 350 SUITE 200 PALO ALTO, CA 94301	X
MERITECH CAPITAL AFFILIATES II LP 245 LYTTON AVENUE, SUITE 350 SUITE 200	X

PALO ALTO, CA 94301

MCP ENTREPRENEUR PARTNERS II LP

245 LYTTON AVENUE, SUITE 350

SUITE 200

X

PALO ALTO, CA 94301

MADERA PAUL S

245 LYTTON AVENUE, SUITE 350

X

PALO ALTO, CA 94301

GORDON MICHAEL B

245 LYTTON AVENUE, SUITE 350

X

PALO ALTO, CA 94301

## Signatures

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C.

05/01/2013

\_\_Signature of Reporting Person

Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the managing member of Meritech Capital Associates II L.L.C.

05/01/2013

\_\_Signature of Reporting Person

Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the managing member of Meritech Capital Associates II L.L.C., the general partner of Meritech Capital Partners II L.P.

05/01/2013

\_\_Signature of Reporting Person

Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the managing member of Meritech Capital Associates II L.L.C., the general partner of Meritech Capital Affiliates II L.P.

05/01/2013

\_\_Signature of Reporting Person

Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the managing member of Meritech Capital Associates II L.L.C., the general partner of MCP Entrepreneur Partners II L.P.

05/01/2013

\_\_Signature of Reporting Person

Date

/s/ Joel Backman, by power of attorney for Paul S. Madera

05/01/2013

\_\_Signature of Reporting Person

Date

/s/ Joel Backman, by power of attorney for Michael B. Gordon

05/01/2013

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$19.04, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.

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(2) The reported securities are held of record by Meritech Capital Partners II L.P. ("MCP II"). Meritech Capital Associates II L.L.C., the general partner of MCP II, has sole voting and dispositive power with respect to the securities held by MCP II. The managing member of Meritech Capital Associates II L.L.C. is Meritech Management Associates II L.L.C. Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., share voting and dispositive power with respect to the shares held by MCP II. Such persons and entities disclaim beneficial ownership of the securities held by MCP II except to the extent of any pecuniary interest therein.

(3) The reported securities are held of record by Meritech Capital Affiliates II L.P. ("MCA II"). Meritech Capital Associates II L.L.C., the general partner of MCA II, has sole voting and dispositive power with respect to the securities held by MCA II. The managing member of Meritech Capital Associates II L.L.C. is Meritech Management Associates II L.L.C. Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., share voting and dispositive power with respect to the shares held by MCA II. Such persons and entities disclaim beneficial ownership of the securities held by MCA II except to the extent of any pecuniary interest therein.

(4) The reported securities are held of record by MCP Entrepreneur Partners II L.P. ("MCPEP II"). Meritech Capital Associates II L.L.C., the general partner of MCPEP II, has sole voting and dispositive power with respect to the securities held by MCPEP II. The managing member of Meritech Capital Associates II L.L.C. is Meritech Management Associates II L.L.C. Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., share voting and dispositive power with respect to the shares held by MCPEP II. Such persons and entities disclaim beneficial ownership of the securities held by MCPEP II except to the extent of any pecuniary interest therein.

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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