

SOURCEFIRE INC
Form DEFM14A
September 09, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

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Sourcefire, Inc.

(Name of Registrant as Specified In Its Charter)

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To the Stockholders of Sourcefire, Inc.:

You are cordially invited to attend a special meeting of the stockholders of Sourcefire, Inc., a Delaware corporation, which we refer to as Sourcefire, to be held on October 7, 2013 at the SpringHill Suites Columbia, 7055 Minstrel Way, Columbia, Maryland 21046, at 10:00 a.m. Eastern time. This proxy statement is first being mailed to stockholders of Sourcefire on or about September 10, 2013.

On July 22, 2013, we entered into an Agreement and Plan of Merger, by and among Cisco Systems, Inc., which we refer to as Cisco, Shasta Acquisition Corp. and Sourcefire, as it may be amended from time to time, which we refer to as the merger agreement, providing for the acquisition of Sourcefire by Cisco. The merger agreement was unanimously approved by our board of directors. At the special meeting, you will be asked to consider and vote upon a proposal to adopt the merger agreement and the other proposals described in the accompanying proxy statement. The merger agreement is attached as Annex A to the accompanying proxy statement. Only stockholders of record who held shares of Sourcefire common stock at the close of business on August 30, 2013 (which we refer to as the record date) will be entitled to notice of and to vote at the special meeting. You may vote your shares at the special meeting only if you are present in person or represented by proxy at the special meeting.

If our stockholders adopt the merger agreement and the merger contemplated by the merger agreement takes place, each outstanding share of Sourcefire common stock will be converted into the right to receive \$76.00 in cash, without interest and subject to any applicable withholding tax (unless you have properly and validly demanded and perfected your statutory rights of appraisal with respect to the merger).

At the special meeting, you will also be asked to consider and vote upon a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement and a proposal to approve, on an advisory (non-binding) basis, the golden parachute compensation that our named executive officers will or may receive in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable.

Our board of directors has unanimously determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are fair to, advisable and in the best interests of Sourcefire and our stockholders. **Our board of directors unanimously recommends that stockholders vote FOR the adoption of the merger agreement; FOR the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies; and FOR the approval, on an advisory (non-binding) basis, of the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable.**

Your vote is very important, regardless of the number of shares of Sourcefire common stock you own. The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Sourcefire common stock on the record date for the determination of stockholders entitled to vote at the special meeting. Whether or not you expect to attend the special meeting, please complete, date, sign and return the enclosed proxy card or voting instruction form (or submit your proxy or voting instructions by telephone or over the internet) as soon as possible to ensure that your shares are represented at the special meeting. Submitting your proxy or voting instructions promptly will help to ensure the presence of a quorum at the special meeting and will assist in reducing the expenses of additional proxy solicitation, but it will not prevent you from attending the special meeting and voting in person should you choose to do so. **Please note that a failure to vote your shares in person at the special meeting or to submit a proxy or voting instructions has the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

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If your shares are held in street name by your broker, bank, trust or other nominee, your broker, bank, trust or other nominee will not be able to vote your shares of Sourcefire common stock without instructions from you. You should advise your broker, bank trust or other nominee how to vote your shares of Sourcefire common stock in accordance with the instructions provided by your broker, bank, trust or other nominee. **The failure to instruct your broker, bank, trust or other nominee to vote your shares of Sourcefire common stock has the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

The accompanying proxy statement provides detailed information about the merger and the other business to be considered by stockholders at the special meeting. **We encourage you to read carefully the entire document, including the annexes.** You may also obtain more information about Sourcefire from the documents we have filed with the U.S. Securities and Exchange Commission.

On behalf of your board of directors, thank you for your continued support.

Sincerely,

John C. Becker

Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATORS HAVE APPROVED OR DISAPPROVED THE TRANSACTIONS DESCRIBED HEREIN, PASSED UPON THE MERITS OR FAIRNESS OF THE MERGER OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This proxy statement is dated September 9, 2013.

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SOURCEFIRE, INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON OCTOBER 7, 2013

TIME AND DATE	10:00 a.m., Eastern time, on October 7, 2013.
PLACE	SpringHill Suites Columbia, 7055 Minstrel Way, Columbia, Maryland 21046
PROPOSALS	<ol style="list-style-type: none">1. Adoption of the Agreement and Plan of Merger, dated as of July 22, 2013, by and among Cisco Systems, Inc., Shasta Acquisition Corp. and Sourcefire, Inc., as such agreement may be amended from time to time, and as more fully described in the accompanying proxy statement (the merger agreement);2. Approval of the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement; and3. Approval, on an advisory (non-binding) basis, of the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable.
RECORD DATE	August 30, 2013.
MEETING ADMISSION	You are entitled to attend the special meeting and any adjournment or postponement thereof only if you were a stockholder of record or a beneficial owner as of the close of business on August 30, 2013 or you hold a valid legal proxy for the special meeting. If your shares are held in a stock brokerage account or by a bank, broker, trust or other nominee (that is, in street name) rather than directly in your own name with our transfer agent, you are considered a beneficial owner of your shares, and, as a beneficial owner, you will need to provide proof of beneficial ownership on the record date for the determination of stockholders entitled to vote at the meeting in order to be admitted to the special meeting, such as a brokerage account statement showing that you owned Sourcefire common stock as of the record date, a voting instruction form provided by your bank, broker, trust or other nominee, or other similar evidence of ownership as of the record date, including a valid legal proxy from your bank, broker, trust or other nominee. You should also be prepared to present photo identification for admission. If you do not provide photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the special meeting.
VOTING	Your vote is very important, regardless of the number of shares of Sourcefire common stock you own. The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Sourcefire common stock on the record date for the determination of stockholders entitled to vote at the special meeting. Voting requirements for the other proposals are described in the accompanying proxy statement. We encourage you to read the accompanying proxy statement in its entirety and to submit a proxy or voting instructions so that your shares will be represented and voted even if you do not attend the special meeting or any adjournment or postponement thereof. Holders of Sourcefire common stock who do not vote in favor of the adoption of the merger agreement and hold their shares of Sourcefire

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common stock through the effective time of the merger are entitled to seek appraisal of the fair value of their shares under Delaware law in connection with the merger if they comply with the requirements of Delaware law explained starting on page 55 and Annex D of the accompanying proxy statement.

RECOMMENDATION

Our board of directors has unanimously determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are fair to, advisable and in the best interests of Sourcefire and you, the stockholders. **Our board of directors unanimously recommends that you vote FOR the proposal to adopt the merger agreement (Proposal No. 1), FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies (Proposal No. 2) and FOR the proposal to approve, on an advisory (non-binding) basis, the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable (Proposal No. 3).**

Information about how to submit a proxy or voting instructions is provided in the accompanying proxy statement and on the separate proxy card or voting instruction form you received with the accompanying proxy statement. If you have any questions, or need assistance voting your shares, please contact our proxy solicitor, D.F. King & Co., Inc. at (800) 967-4612 (toll free).

The accompanying proxy statement provides detailed information about the merger and the other business to be considered by stockholders at the special meeting. **We encourage you to read carefully the entire document, including the annexes.**

By Order of the Board of Directors,

Douglas W. McNitt

Secretary and General Counsel

Columbia, MD

September 9, 2013

YOUR VOTE IS IMPORTANT. PLEASE SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS FOR YOUR SHARES PROMPTLY, REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE SPECIAL MEETING.

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- Annex A Agreement and Plan of Merger, dated as of July 22, 2013, by and among Cisco Systems, Inc., Shasta Acquisition Corp. and Sourcefire, Inc.
- Annex B Form of Voting Agreement
- Annex C Opinion of Qatalyst Partners LP, dated July 22, 2013
- Annex D Section 262 of the General Corporation Law of the State of Delaware

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This summary, together with the Questions and Answers About the Merger and the Special Meeting of Stockholders, highlights selected information from this proxy statement and may not contain all of the information that is important to you. We urge you to read carefully the entire proxy statement, the annexes and the other documents to which we refer (including documents incorporated by reference) in order to fully understand the merger and the related transactions. See Where You Can Find More Information on page 92. Each item in this summary refers to the page of this proxy statement on which that subject is discussed in more detail. Except as otherwise specifically noted in this proxy statement, Company, Sourcefire, we, our, us and similar words in this proxy statement refer to Sourcefire, Inc. and its direct and indirect consolidated subsidiaries and references to the board, the board of directors or our board of directors refer to the board of directors of Sourcefire, Inc.

Parties to the Merger (page 22)***Sourcefire, Inc.***

Sourcefire, Inc., a Delaware corporation, which we refer to as Sourcefire, delivers intelligent cybersecurity technologies. Our comprehensive portfolio of solutions enables a diverse customer base that includes commercial enterprises and government agencies to manage and minimize cybersecurity risks. From our industry-leading next-generation network security platform to our advanced malware protection, Sourcefire's threat-centric approach provides customers with Agile Security® that delivers protection Before, During and After an attack. We also manage the security industry's leading open source initiative, Snort®, an intrusion prevention technology that is incorporated into the software of our comprehensive Intrusion Detection and Prevention System. In addition to commercial and open source network security products, Sourcefire offers a variety of services to help customers install and support our solutions. Available services include Technical Support, Professional Services, Incident Response, Education & Certification, and our Vulnerability Research Team (VRT).

Cisco Systems, Inc.

Cisco Systems, Inc., a California corporation, which we refer to as Cisco, together with its subsidiaries, designs, manufactures, and sells Internet Protocol (IP) based networking and other products related to the communications and information technology (IT) industry and provides services associated with these products and their use. Cisco provides a broad line of products for transporting data, voice, and video within buildings, across campuses, and around the world. Cisco's products are designed to transform how people connect, communicate, and collaborate. Cisco's products are utilized at enterprise businesses, public institutions, telecommunications companies and other service providers, commercial businesses, and personal residences. Cisco conducts its business globally and is organized into the following three geographic segments: The Americas; Europe, Middle East, and Africa; and Asia Pacific, Japan, and China.

Shasta Acquisition Corp.

Shasta Acquisition Corp., which we refer to as merger sub, is a Delaware corporation and wholly-owned subsidiary of Cisco that was formed solely for the purpose of consummating the merger described below and the other related transactions in connection with the merger.

The Merger (page 23)

On July 22, 2013, we entered into an Agreement and Plan of Merger, by and among Cisco Systems, Inc., Shasta Acquisition Corp. and Sourcefire, Inc., as it may be amended from time to time, which we refer to as the merger agreement, which provides that, among other things, at the time the certificate of merger is filed with the Secretary of State of the State of Delaware (or at such other time as may be mutually determined by us, Cisco and merger sub and set forth in the certificate of merger), merger sub will merge with and into Sourcefire, with Sourcefire surviving the merger as a wholly-owned subsidiary of Cisco, which we refer to as the merger.

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As a result of the merger, each share of Sourcefire common stock issued and outstanding immediately prior to the effective time of the merger, other than shares owned by Sourcefire, Cisco or merger sub and shares held by stockholders who are entitled to demand and properly demand their appraisal rights under Delaware law, will automatically be converted into the right to receive \$76.00 in cash, which amount we refer to as the merger consideration, payable without any interest and less any required withholding taxes. After the merger is completed, you will no longer have any rights as a Sourcefire stockholder, other than the right to receive the merger consideration and subject to the rights described under Proposal No. 1 Adoption of the Merger Agreement Appraisal Rights beginning on page 55. As a result of the merger, Sourcefire will cease to be a publicly traded company and Cisco will own 100% of the equity of Sourcefire.

A copy of the merger agreement is included as Annex A to this proxy statement and is incorporated by reference into this proxy statement.

The Special Meeting (page 18)

Date, Time and Place

The special meeting will be held on October 7, 2013 at the SpringHill Suites Columbia, 7055 Minstrel Way, Columbia, Maryland 21046 at 10:00 a.m. Eastern time.

Purpose

You will be asked to vote on (1) a proposal to adopt the merger agreement, (2) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement and (3) a proposal to approve, on an advisory (non-binding) basis, the golden parachute compensation that our named executive officers will or may receive in connection with the merger.

Record Date and Quorum

You are entitled to vote at the special meeting if you owned shares of Sourcefire common stock at the close of business on August 30, 2013, the record date for the determination of stockholders entitled to vote at the special meeting. You will have one vote for each share of Sourcefire common stock that you owned on the record date. As of the record date, there were shares of Sourcefire common stock issued and outstanding and entitled to vote at the special meeting. The presence in person or by proxy of the holders of a majority in voting power of the outstanding shares of Sourcefire common stock entitled to vote at the special meeting as of the close of business on the record date will constitute a quorum for the purposes of the special meeting.

Vote Required

The adoption of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Sourcefire common stock entitled to vote thereon. Approval of the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies and the non-binding proposal regarding golden parachute compensation arrangements each require the affirmative vote of a majority of the votes cast on that proposal at the special meeting. Abstentions, failures to vote and broker non-votes will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the adjournment proposal or the non-binding proposal regarding golden parachute compensation.

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Treatment of Options, Restricted Stock Units and Restricted Stock Outstanding Under Our Stock Plans (page 65)

At the effective time of the merger, all of our unexpired, unexercised and outstanding stock options (other than the stock options held by John Becker, our Chief Executive Officer and a director, that have performance-based vesting conditions), held by our employees who are employed as of the effective time of the merger, whether vested or unvested (collectively, "rollover options"), will be assumed by Cisco and converted into Cisco options. Rollover options will be exercisable for that number of whole shares of Cisco common stock equal to the product (rounded down to the next whole number of shares of Cisco common stock, with no cash being payable for any fractional share eliminated by such rounding) of the number of shares of our common stock that were issuable upon exercise of such rollover options immediately prior to the effective time of the merger and the exchange ratio set forth below. The per share exercise price for the shares of Cisco common stock issuable upon exercise of a rollover option will be equal to the quotient (rounded up to the next whole cent) obtained by dividing the exercise price per share of our common stock at which such rollover option was exercisable immediately prior to the effective time of the merger by the exchange ratio. The exchange ratio will equal \$76.00 divided by the volume-weighted average sale price for a share of Cisco's common stock as quoted on The NASDAQ Global Select Market, which we refer to as NASDAQ, for the ten consecutive trading days ending with the third trading day that precedes the closing date of the merger. The vesting schedules and other terms and conditions of the Cisco options (as such vesting schedules, terms and conditions may be amended or modified by agreements that we or Cisco enter into with the continuing employees before closing of the merger) will be the same as they were before being converted to Cisco options.

At the effective time of the merger, each of our unvested restricted stock unit ("RSU") awards that is outstanding, held by our employees who are employed as of the effective time of the merger (collectively, "rollover RSUs"), will be assumed by Cisco and converted into Cisco RSUs. The vesting schedules and other terms and conditions of the Cisco RSUs (as such vesting schedules, terms and conditions may be amended or modified by agreements that we or Cisco enter into with the continuing employees before closing of the merger) will be the same as they were before being converted to Cisco RSUs, except that rollover RSUs will be settled by the issuance of that number of whole shares of Cisco's common stock equal to the product (rounded down to the next whole number of shares of Cisco common stock, with no cash being payable for any fractional share eliminated by such rounding) of the number of shares of our common stock that were issuable upon settlement of such rollover RSU immediately prior to the effective time of the merger multiplied by the exchange ratio.

Prior to the effective time of the merger, our compensation committee will cause, contingent and effective as of immediately prior to the effective time of the merger, each of our unvested RSUs that are eligible for accelerated vesting as a result of satisfying applicable performance conditions (each, a "performance accelerated RSU") to provide that the number of shares eligible for vesting acceleration on each performance measurement date shall instead vest on the annual anniversary of the original grant date of such performance accelerated RSU, subject to the holder of such performance accelerated RSU remaining employed by Sourcefire or Cisco, as applicable, on the applicable annual vesting date.

Our unvested stock options eligible for vesting as a result of satisfying applicable performance conditions (each, a "performance accelerated option") held by Mr. Becker will accelerate in full on the closing date of the merger, and each performance accelerated option shall be converted into the right to receive an amount of cash, without interest, equal to (i) the number of shares of our common stock subject to such stock option multiplied by (ii) the remainder of (x) \$76.00 less (y) the exercise price per share of such stock option in effect immediately prior to the effective time of the merger.

Immediately prior to the effective time of the merger, any outstanding shares of restricted stock held by non-employee members of our board of directors will become fully vested, and the holder thereof will be entitled to receive the merger consideration for each such restricted share of Company common stock.

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At the effective time of the merger, each of our stock options and each of our RSUs that are not rollover options or rollover RSUs will not be assumed by Cisco. At the effective time of the merger, each such vested stock option and vested RSU that has not yet been settled will be converted into and represent the right to receive (i) with respect to vested stock options, an amount of cash, without interest, equal to (A) the number of shares of our common stock subject to such vested stock option multiplied by (B) the remainder of (x) \$76.00 less (y) the exercise price per share of such vested stock option; and (ii) with respect to any vested RSUs, an amount of cash, without interest, equal to (A) the number of shares of our common stock issuable upon settlement of such vested RSU multiplied by (B) \$76.00.

The treatment of our stock options and RSUs held by our executive officers and directors is further discussed in Proposal No. 1 Adoption of the Merger Agreement Interests of Executive Officers and Directors in the Merger beginning on page 42.

When the Merger Is Expected to Be Completed

We currently expect to complete the merger in the fourth quarter of 2013. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of Sourcefire stockholders of the proposal to adopt the merger agreement at the special meeting and the required regulatory approvals described below in Proposal No. 1 Adoption of the Merger Agreement Regulatory Approvals beginning on page 59.

Recommendation of Our Board of Directors as to the Merger; Reasons for the Merger (page 30)

Our board unanimously recommends that you, as a stockholder of the Company, vote **FOR** the proposal to adopt the merger agreement. For a description of the reasons considered by our board in approving the merger agreement and the merger, see Proposal No. 1 Adoption of the Merger Agreement Recommendation of Our Board of Directors as to the Merger; Reasons for the Merger beginning on page 30.

Other Agreements (page 81)

Under voting agreements dated July 22, 2013, certain Sourcefire directors who are beneficial owners of approximately 1.9% of Sourcefire's outstanding shares of common stock have agreed, among other things, to vote their Sourcefire shares in favor of adoption of the merger agreement and against any proposal made in opposition to or in competition with the merger. A copy of the form of voting agreement is attached as Annex B to this proxy statement.

Pursuant to an amendment dated July 22, 2013, we amended our rights agreement with Continental Stock Transfer & Trust Co., as rights agent, dated as of October 30, 2008 (commonly known as a "poison pill"), which we refer to as the rights agreement, to provide that the rights set forth in the rights agreement will not be triggered by the merger or the acquisition by Cisco of shares of our common stock.

Interests of Executive Officers and Directors in the Merger (page 42)

In considering the recommendation of our board of directors, you should be aware that certain of our executive officers and directors have interests in the merger that may be different from, or in addition to, your interests as a stockholder. These interests include, among others:

certain of our executive officers (Thomas McDonough, our President and Chief Operating Officer, Martin Roesch, our Chief Technology Officer and John Negron, our Senior Vice President of Worldwide Sales) entered into employment agreements with Cisco in connection with the execution of the merger agreement, and certain other of our executive officers (Todd Headley, our Chief Financial Officer, Marc Solomon, our Chief Marketing Officer, Douglas McNitt, our General Counsel and Secretary, and Leslie Pendergrast, our Chief People Officer) entered into employment agreements with Cisco following the execution of the merger agreement, which provide for additional compensation and benefits;

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all of our executive officers have a right to severance payments and benefits, including accelerated vesting of stock-based awards, upon qualifying terminations of employment that occur either in connection with or following the merger under existing arrangements with Sourcefire or new employment agreements with Cisco; and

continued indemnification and liability insurance for directors and officers following completion of the merger.

In addition, under the terms of the merger agreement, all Sourcefire options (other than the performance-based options held by Mr. Becker) and RSUs that are outstanding immediately prior to the effective time of the merger and held by our employees who are employed as of the effective time of the merger, including our executive officers, will be assumed by Cisco and converted into stock options or RSUs for Cisco common stock having equivalent economic value. Each performance-based option held by Mr. Becker will vest in full on the closing date of the merger and Mr. Becker will receive an amount of cash as described above. Our compensation committee will cause, contingent and effective as of immediately prior to the effective time of the merger, each performance-based RSU held by our employees, including our executive officers, to provide that the number of shares eligible for vesting acceleration on each performance measurement date shall instead vest on the annual anniversary of the original grant date of such performance accelerated RSU, subject to the holder of such RSU remaining employed by Sourcefire or Cisco.

The employment agreement that we previously entered into with Mr. Becker remains in effect. Under Mr. Becker's current employment agreement with us, Mr. Becker is entitled to certain severance payments and benefits, including accelerated vesting of options and RSUs, upon qualifying terminations of employment that occur in connection with or following the merger.

Immediately prior to the effective time of the merger, any outstanding shares of restricted stock held by our directors will become fully vested, and the holder thereof will be entitled to receive the merger consideration for each such restricted share of Company common stock.

Under our annual incentive plan, the performance goal for the performance period in which the merger takes place is deemed achieved as of the date immediately prior to the effective date of the merger and each participant's target award is to be paid on the effective date of the merger, provided that the compensation committee, in its sole discretion, may eliminate or reduce the target award payable to any participant. The bonuses will not exceed the target bonuses that could be earned under the plan.

See Proposal No. 1 Adoption of the Merger Agreement Interests of Executive Officers and Directors in the Merger beginning on page 42 for additional information.

Opinion of Our Financial Advisor (page 36)

We retained Qatalyst Partners LP, which we refer to as Qatalyst Partners, to act as our financial advisor in connection with the merger. We selected Qatalyst Partners to act as our financial advisor based on Qatalyst Partners' qualifications, expertise, reputation and knowledge of the business and affairs of Sourcefire and the industry in which it operates. At the meeting of our board of directors on July 22, 2013, Qatalyst Partners rendered its oral opinion that, as of such date and based upon and subject to the considerations, limitations, qualifications and other matters set forth therein, the consideration to be received by the holders of Sourcefire common stock (other than Cisco or any affiliates of Cisco) pursuant to the merger agreement was fair, from a financial point of view, to such holders.

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The full text of the written opinion of Qatalyst Partners, dated July 22, 2013, is attached as Annex C to this proxy statement and is incorporated into this proxy statement by reference. The opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations and qualifications of the review undertaken by Qatalyst Partners in rendering its opinion. You should read the opinion carefully in its entirety. Qatalyst Partners' opinion was provided to Sourcefire's board of directors and addressed only, as of the date of the opinion, the fairness, from a financial point of view, of the consideration to be received by the holders of our common stock (other than Cisco or any affiliates of Cisco) in the merger. It does not address any other aspect of the merger and does not constitute a recommendation as to how any of Sourcefire's stockholders should vote with respect to the merger or any other matter. For a further discussion of Qatalyst Partners' opinion, refer to the section entitled "Proposal No. 1 Adoption of the Merger Agreement - Opinion of Our Financial Advisor" beginning on page 36 of this proxy statement.

Financing the Merger (page 42)

Cisco has represented in the merger agreement that it will have sufficient funds to pay the merger consideration to our stockholders and satisfy its other obligations under the merger agreement and in connection with the transactions contemplated thereby.

Our Conduct of Business Pending the Merger (page 70)

We have agreed that prior to the effective time of the merger, we will, subject to certain exceptions: (a) carry on our business in the ordinary course in substantially the same manner as previously conducted, (b) use commercially reasonable efforts to pay or perform all debts, taxes and other obligations when due, collect accounts receivable when due and not extend credit outside of the ordinary course of business consistent with past practice, sell our products consistent with past practice, and preserve intact our current business organization and goodwill, keep available the services of our officers and key employees and preserve our relationships with customers, suppliers, distributors, licensors, licensees, and others having material business dealings with us, (c) use commercially reasonable efforts to assure that each of our material contracts entered into after the date of the merger agreement will not require any consent, waiver or novation or provide for any material change in the obligations of any party thereto in connection with the merger, (d) use commercially reasonable efforts to maintain leased premises in accordance with the terms of each applicable lease and (e) consult with Cisco regarding the defense or settlement of any material legal proceeding relating to the transactions contemplated by the merger agreement.

In addition, as described below and set forth in the merger agreement, we have agreed that, prior to the effective time of the merger, subject to certain exceptions, we will not take certain actions without the prior written consent of Cisco.

Limitation on Considering Other Acquisition Proposals (page 73)

The merger agreement restricts our ability to solicit or engage in discussions or negotiations with a third party regarding specified transactions involving Sourcefire. Notwithstanding these restrictions, prior to the time that Sourcefire stockholders adopt the merger agreement, our board of directors may respond to an unsolicited bona fide written acquisition proposal that our board of directors concludes in good faith (after consultation with its outside legal counsel and financial advisors) is, or would reasonably be expected to lead to an acquisition proposal superior to the merger with Cisco (as described under "Proposal No. 1 Adoption of the Merger Agreement - Limitation on Considering Other Acquisition Proposals" beginning on page 73) by furnishing information with respect to Sourcefire or by entering into discussions with the party or parties making the acquisition proposal, so long as we comply with the terms of the merger agreement. In addition, prior to the time Sourcefire stockholders adopt the merger agreement, our board of directors may withdraw its recommendation of the merger agreement in connection with a superior proposal if it concludes in good faith (after consultation with its outside legal counsel) that in light of such superior proposal, the failure to change its recommendation would be inconsistent with its fiduciary duties to Sourcefire stockholders, so long as we comply with the terms of the

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merger agreement. Our board of directors may also withdraw its recommendation of the merger agreement prior to the time Sourcefire stockholders adopt the merger agreement in certain circumstances unrelated to an acquisition proposal if it concludes in good faith (after consultation with its outside legal counsel) that in light of an intervening event, the failure to do so would be inconsistent with its fiduciary duties to Sourcefire's stockholders, so long as we comply with the terms of the merger agreement. In the event that Sourcefire terminates the merger agreement to accept a superior proposal and in other specified circumstances, Sourcefire may be required to pay to Cisco a termination fee as discussed below.

Conditions to the Merger (pages 59 and 78)

As more fully described in this proxy statement and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. The conditions to Cisco's obligations to complete the merger include, include, among others, the following:

adoption of the merger agreement by our stockholders at the special meeting;

the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, which we refer to as the HSR Act;

the absence of any order or restraint or applicable legal requirement prohibiting, making illegal or enjoining consummation of the merger;

continued accuracy of our representations and warranties in the merger agreement;

performance and compliance by us in all material respects with all covenants and other agreements required to be performed and complied with by us under the merger agreement; and

we have not suffered a material adverse affect since the date of the merger agreement that is continuing.

See Proposal No. 1 Adoption of the Merger Agreement Regulatory Approvals and Proposal No. 1 Adoption of the Merger Agreement The Merger Agreement Conditions to the Merger beginning on pages 59 and 78, respectively.

Termination (page 79)

The merger agreement may be terminated under certain circumstance at any time prior to the effective time:

by mutual written consent of Cisco and us;

by either Cisco or us if, subject to specified exceptions: (a) the merger has not been completed by December 31, 2013 (as such date may be extended, but no later than March 31, 2014 (the "End Date")), (b) if any governmental entity has issued an order or taken any other action to enforce an applicable legal requirement having the effect of permanently restraining, enjoining or otherwise prohibiting the merger that is final and nonappealable, (c) if our stockholders do not adopt the merger agreement at the special meeting and, in our case, the failure to obtain stockholder approval is not proximately caused by any action or failure to act of us that constitutes a material breach of the merger agreement or (d) upon a breach of any covenant or agreement on the part of the other party set forth in the merger agreement, or if any representation or warranty of the other party has become inaccurate, in either case such that the closing conditions with respect to the other party regarding the accuracy of representations and warranties and

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compliance with covenants and agreements would not be satisfied as of the time of such breach or as of the time such representation or warranty has become inaccurate, following notice and an opportunity to cure such breach, if curable;

by Cisco, upon a triggering event, as discussed below in Proposal No. 1 Adoption of the Merger Agreement The Merger Agreement Termination Fees and Expenses beginning on page 80; or

by us, prior to our stockholders adoption of the merger agreement, upon a change of recommendation for a superior proposal and following payment to Cisco of a termination fee of \$60,000,000.

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Termination Fees and Expenses (page 80)

The merger agreement requires that we pay Cisco a termination fee of \$60,000,000 in the event the merger agreement is terminated upon any of the following events:

Cisco terminates the merger agreement due to a triggering event;

we or Cisco terminate the merger agreement after our stockholders do not adopt the merger agreement at the special meeting following the occurrence of a triggering event;

we terminate the merger agreement upon a change of recommendation in connection with a superior proposal; or

we or Cisco terminate the merger agreement if the closing has not occurred by the End Date described above, or we or Cisco terminate the merger agreement after our stockholders do not adopt the merger agreement at the special meeting and, subject to certain limitations, an acquisition proposal has been publicly disclosed or otherwise exists when the merger agreement is terminated and within 12 months following termination, we are acquired or we enter into a contract providing for an acquisition that is subsequently consummated.

A triggering event includes any of the following events:

a change of recommendation by our board of directors in favor of the merger for any reason;

our failing to convene or hold the special meeting of our stockholders to adopt the merger agreement in accordance with the merger agreement;

our failing to include our board of directors' recommendation in the proxy statement;

our breach of any of the provisions of the merger agreement related to the meeting of our stockholders or the nonsolicitation of acquisition proposals;

our board of directors approving or publicly recommending any acquisition proposal or us entering into any contract accepting any acquisition proposal;

our board of directors failing to reaffirm the board of directors recommendation within 10 business days after Cisco requests in writing such reaffirmation in response to an acquisition proposal meeting certain requirements; or

the commencement of a tender or exchange offer relating to our securities by a person unaffiliated with Cisco prior to the time we receive the approval of our stockholders and our failure to send to our stockholders a statement disclosing that we unconditionally recommend rejection of such tender or exchange offer and reaffirming our board of directors recommendation in favor of the merger.

Payment of the termination fee by us to Cisco will be deemed to be liquidated damages for all actual or purported breaches of the merger agreement and, after such payment has been made, we will have no further liability for any actual or purported breach.

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In all cases other than the specified circumstances under which we will be required to pay the termination fee, the merger agreement provides that, regardless of whether the merger is consummated, all fees and expenses incurred by the parties in connection with the merger will be borne by the party incurring such fees and expenses.

Regulatory Approvals (page 59)

The HSR Act prohibits us from completing the merger until we have furnished certain information and materials to the Antitrust Division of the U.S. Department of Justice and the U.S. Federal Trade Commission and the required waiting period has expired or been terminated. Both parties have made the necessary filings and received notice of early termination of the waiting period on September 3, 2013. The merger is also subject to

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review by the governmental authorities of certain foreign jurisdictions under the antitrust or competition laws of those jurisdictions. Cisco and Sourcefire have made the requisite filings in such jurisdictions and have received clearance from all jurisdictions where filings were required. You should read Proposal No. 1 Adoption of the Merger Agreement Regulatory Approvals beginning on page 59 for a more complete discussion of the regulatory approvals required for the merger.

Material U.S. Federal Income Tax Consequences to Stockholders (page 60)

The merger will be a taxable transaction to U.S. holders and certain non-U.S. holders of Sourcefire common stock for U.S. federal income tax purposes.

You should read Proposal No. 1 Adoption of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page 60 for a more complete discussion of the U.S. federal income tax consequences of the merger. Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the tax consequences of the merger to you.

Litigation Relating to the Merger (page 62)

The following shareholder class action complaints have been filed in the Circuit Court for Howard County in the State of Maryland by individuals purporting to be stockholders of Sourcefire in connection with the merger: (1) a complaint filed on July 26, 2013 (the July Complaint), (2) a complaint filed on August 6, 2013 (the August 6 Complaint), (3) a complaint filed on August 9, 2013 (the August 9 Complaint), and (4) a complaint filed on August 16, 2013 (the August 16 Complaint and, together with the July Complaint, the August 6 Complaint and the August 9 Complaint, the Complaints). Each Complaint was purportedly filed on behalf of the public shareholders of Sourcefire, and names as defendants, Sourcefire, each of our directors, merger sub, and Cisco. The Complaints generally allege, among other things, that by agreeing to sell the Company to Cisco pursuant to the merger agreement, Sourcefire's directors breached their fiduciary duties by failing to maximize stockholder value in connection with such sale, by agreeing to deal protection devices and by putting their personal interests ahead of those of the stockholders. The Complaints also allege that Cisco and merger sub aided and abetted these alleged breaches of fiduciary duties. All of the claims have been removed to, and consolidated into a single action in, the United States District Court for the District of Maryland. On September 8, 2013, the parties to the consolidated action entered into a memorandum of understanding providing for a preliminary settlement, subject to court approval, of the action. Pursuant to this memorandum of understanding, Sourcefire included in this definitive proxy statement certain additional disclosures related to the merger. See Proposal No. 1 Adoption of the Merger Agreement Litigation Relating to the Merger beginning on page 62 for additional information.

Current Market Price of Sourcefire Common Stock

Our common stock is listed on NASDAQ under the trading symbol FIRE . On June 22, 2013, which was the last full trading day before we announced the transaction, our stock closed at \$59.08. On September 6, 2013, which was the last trading day before the date of this proxy statement, our common stock closed at \$75.76.

Appraisal Rights (page 55, Annex D)

Under Delaware law, holders of Sourcefire common stock who do not vote in favor of the adoption of the merger agreement, who properly demand appraisal rights and who otherwise comply with the requirements of Section 262 of the General Corporation Law of the State of Delaware, which we refer to as the DGCL, will be entitled to seek appraisal for, and obtain payment in cash for the judicially determined fair value of, their shares of Sourcefire common stock in lieu of receiving the merger consideration if the merger is completed, but only if they comply with all applicable requirements of Delaware law. This value could be more than, the same as, or less than the merger consideration. Any holder of Sourcefire common stock intending to exercise appraisal rights, among other things, must submit a written demand for appraisal to us prior to the vote on the proposal to adopt the merger agreement and must not vote or otherwise submit a proxy in favor of adoption of the merger.

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agreement and must otherwise strictly comply with all of the procedures required by Delaware law. The relevant provisions of the DGCL are included as Annex D to this proxy statement and are incorporated by reference into this proxy statement. You are encouraged to read these provisions carefully and in their entirety. Moreover, due to the complexity of the procedures for exercising the right to seek appraisal, stockholders who are considering exercising such rights are encouraged to seek the advice of legal counsel. Failure to strictly comply with the provision of Delaware law will result in loss of the right of appraisal.

Additional Information (page 92)

You can find more information about Sourcefire in the periodic reports and other information we file with the U.S. Securities and Exchange Commission, which we refer to as the SEC. The information is available at the SEC's public reference facilities and at the website maintained by the SEC at www.sec.gov. For a more detailed description of the additional information available, see "Where You Can Find More Information" beginning on page 92.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

AND THE SPECIAL MEETING OF STOCKHOLDERS

The following questions and answers address briefly some questions you may have regarding the special meeting and the proposed merger. These questions and answers may not address all questions that may be important to you as a stockholder of Sourcefire. Please refer to the more detailed information contained elsewhere in this proxy statement, including the annexes and the documents we refer to in this proxy statement.

Q: Why am I receiving this proxy statement?

A: You are receiving this proxy statement because you have been identified as a stockholder of Sourcefire as of the close of business on the record date for the determination of stockholders entitled to notice of the special meeting. This proxy statement contains important information about the merger and the special meeting of stockholders, and you should read this proxy statement carefully.

The Merger

Q: What is the proposed transaction for which I am being asked to vote?

A: You are being asked to vote on the adoption of the merger agreement. The merger agreement provides that at the effective time of the merger, merger sub will merge with and into Sourcefire, with Sourcefire surviving the merger as a wholly-owned subsidiary of Cisco. After the merger, Sourcefire will cease to be a publicly traded company and will be a wholly-owned subsidiary of Cisco. As a result, you will no longer have any rights as a Sourcefire stockholder, including but not limited to the fact that you will no longer have any interest in our future earnings or growth, if any. Following completion of the merger, shares of Sourcefire common stock will no longer be listed on NASDAQ and the registration of such shares under the Securities and Exchange Act of 1934, as amended, which we refer to as the Exchange Act, is expected to be terminated.

Please see Proposal No. 1 Adoption of the Merger Agreement The Merger Agreement beginning on page 63 for a more detailed description of the merger and the merger agreement. A copy of the merger agreement is attached to this proxy statement as Annex A.

Q: What happens if the merger is not completed?

A: If the merger agreement is not adopted by our stockholders, or if the merger is not completed for any other reason, our stockholders will not receive any payment for their Sourcefire common stock pursuant to the merger agreement. Instead, we will remain a public company and our common stock will continue to be registered under the Exchange Act and listed and traded on NASDAQ. Under specified circumstances, we may be required to pay Cisco a termination fee. See Proposal No. 1 Adoption of the Merger Agreement The Merger Agreement Termination Fees beginning on page 80.

Q: Am I entitled to demand appraisal rights under the DGCL instead of receiving the merger consideration for my shares of Sourcefire common stock?

A: Yes. As a holder of Sourcefire common stock, you are entitled to demand appraisal rights under the DGCL in connection with the merger if you take certain actions and meet certain conditions. See Proposal No. 1 Adoption of the Merger Agreement Appraisal Rights beginning on page 55.

Q: When is the merger expected to be completed?

A: The parties to the merger agreement are working to complete the merger as quickly as possible. In order to complete the merger, the Company must obtain the stockholder approval described in this proxy statement and the other closing conditions under the merger agreement must be satisfied or waived. The parties to the merger agreement currently expect to complete the merger in the fourth quarter of 2013, although the Company cannot assure completion by any particular date, if at all. Because the merger is subject to a number of conditions, the exact timing of the merger cannot be determined at this time.

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The Special Meeting

Q: When and where is the special meeting?

A: The special meeting will be held on October 7, 2013 at the SpringHill Suites Columbia, 7055 Minstrel Way, Columbia, Maryland 21046, at 10:00 a.m., Eastern time.

Q: What other proposals are being presented at the special meeting?

A: In addition to the merger proposal, Sourcefire stockholders will be asked to vote on the following proposals at the special meeting:

approval of the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement (Proposal No. 2); and

approval, on an advisory (non-binding) basis, of the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable (Proposal No. 3).

Q: How does Sourcefire's board of directors recommend that I vote?

A: Our board of directors unanimously recommends that you vote your shares:

FOR the adoption of the merger agreement (Proposal No. 1);

FOR the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies (Proposal No. 2); and

FOR the approval, on an advisory (non-binding) basis, of the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable (Proposal No. 3).

Q: Who is entitled to vote at the special meeting?

A: All stockholders of record as of the close of business on August 30, 2013, the record date for the determination of stockholders entitled to vote at the special meeting, are entitled to vote at the special meeting. On that date 31,597,374, shares of Sourcefire common stock were issued and outstanding.

As of the record date for the determination of stockholders entitled to vote at the special meeting, our executive officers and directors held an aggregate of 705,898 shares of Sourcefire common stock (excluding options and RSUs), which represented approximately 2.2% of all shares of Sourcefire common stock issued and outstanding on the record date.

Q: What vote is required to approve each proposal?

A: The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Sourcefire common stock on the record date for the determination of stockholders entitled to vote at the special meeting. If you do not submit a proxy or voting instructions or do not vote in person at the special meeting, or at any adjournment or postponement thereof, or if you **ABSTAIN** from voting on the proposal to adopt the merger agreement, the effect will be the same as a vote **AGAINST** the proposal to adopt the merger agreement. Pursuant to a Voting Agreement dated July 22, 2013, certain Sourcefire directors who are owners of approximately 1.9% of our outstanding shares of common stock have agreed to vote their Sourcefire shares in favor of adoption of the merger agreement and against any proposal made in opposition to or in competition with the merger.

Approval of the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies and the non-binding proposal regarding golden parachute compensation

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arrangements each require the affirmative vote of a majority of the votes cast on that proposal at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of each such proposal.

Q: Can I attend the special meeting? What do I need for admission?

A: You are entitled to attend the special meeting if you were a stockholder of record or a beneficial owner as of the close of business on August 30, 2013 (the record date) or you hold a valid legal proxy for the special meeting. If you are a stockholder of record, your name will be verified against the list of stockholders of record prior to your being admitted to the special meeting. **If you are a beneficial owner, you will need to provide proof of beneficial ownership on the record date in order to be admitted to the special meeting, such as a brokerage account statement showing that you owned Sourcefire common stock as of the record date, a voting instruction form provided by your bank, broker, trust or other nominee, or other similar evidence of ownership as of the record date, including a valid legal proxy from your bank, broker, trust or other nominee. You should also be prepared to present photo identification for admission.** If you do not provide photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the special meeting.

Q: How can I vote my shares in person at the special meeting?

A: All stockholders of record and stockholders who hold their shares through a bank, broker, trust or other nominee, are invited to attend the special meeting and vote their shares in person.

If your shares of Sourcefire common stock are registered directly in your name with our transfer agent, Continental Stock Transfer and Trust Co., you are considered the stockholder of record with respect to those shares. If you are a stockholder of record as of the close of business on the record date for the determination of stockholders entitled to vote at the meeting, you have the right to vote your shares in person at the special meeting. If you choose to do so, you can vote at the special meeting using the written ballot that will be provided at the special meeting or you can complete, sign and date the enclosed proxy card you received with this proxy statement and submit it at the special meeting.

If your shares are held in a stock brokerage account or by a bank, broker, trust or other nominee (that is, in street name) rather than directly in your own name with our transfer agent, you are considered a beneficial owner of your shares and this proxy statement is being forwarded to you by your bank, broker, trust or other nominee. As a beneficial owner, you may attend the special meeting and vote your shares in person at the special meeting only if you obtain a legal proxy from the bank, broker, trust or other nominee that holds your shares giving you the right to vote such shares at the special meeting.

Even if you plan to attend the special meeting, we recommend that you submit your proxy or voting instructions in advance of the special meeting as described below so that your vote will be counted if you later decide not to attend the special meeting.

Q: How can I submit my proxy or voting instructions?

A: Whether you are a stockholder of record or a beneficial owner, you may direct how your shares are voted without attending the special meeting. If you are a stockholder of record, you may submit a proxy to direct how your shares are voted at the special meeting, or at any adjournment or postponement thereof. Your proxy can be submitted by mail by completing, signing and dating the proxy card you received with this proxy statement and then mailing it in the enclosed prepaid envelope. Stockholders of record may also submit a proxy over the internet or by telephone by following the instructions provided in the proxy card you received with this proxy statement. If you are a beneficial owner, you must submit voting instructions to your bank, broker, trust or other nominee in order to authorize how your shares are voted at the special meeting, or at any adjournment or postponement thereof. Please follow the instructions provided by your bank, broker, trust or other nominee.

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Submitting a proxy or voting instructions will not affect your right to vote in person should you decide to attend the special meeting, although beneficial owners must obtain a legal proxy from the bank, broker, trust or other nominee that holds their shares giving them the right to vote such shares at the special meeting in order to vote in person at the special meeting.

If you need assistance voting your shares, please contact our proxy solicitor, D.F. King & Co., Inc. at (800) 967-4612 (toll free).

Q: What does it mean if I received more than one set of proxy materials?

A: If you received more than one set of proxy materials, it means that you hold shares of Sourcefire common stock in more than one account. For example, you may own your shares in various forms, including jointly with your spouse, as trustee of a trust or as custodian for a minor. To ensure that all of your shares are voted, please provide a proxy or voting instructions for each account for which you received proxy materials.

Q: How will my shares be voted if I do not provide specific voting instructions in the proxy or voting instruction form I submit?

A: If you submit a proxy or voting instructions but do not indicate your specific voting instructions on one or more of the proposals to be presented at the special meeting, your shares will be voted as recommended by our board of directors on those proposals.

Q: What is the deadline for voting my shares?

A: If you are a stockholder of record, your proxy must be received by telephone or the internet by 11:59 p.m. Eastern time on October 6, 2013 in order for your shares to be voted at the special meeting. However, if you are a stockholder of record, you may instead mark, sign, date and return the enclosed proxy card, which must be received before the polls close at the special meeting, in order for your shares to be voted at the special meeting. If you are a beneficial owner, please read the voting instructions provided by your bank, broker, trust or other nominee for information on the deadline for voting your shares.

Q: What is a quorum?

A: The presence in person or by proxy of the holders of a majority in voting power of the outstanding shares of Sourcefire common stock entitled to vote at the special meeting as of the close of business on the record date will constitute a quorum for purposes of the special meeting, allowing business to be properly conducted at the meeting. Abstentions and broker non-votes, if any, are counted as present for the purpose of determining whether a quorum is present.

Q: Why am I being asked to cast a non-binding, advisory vote to approve the golden parachute compensation arrangements that certain Sourcefire executive officers will or may receive in connection with the merger?

A: In accordance with new rules adopted by the SEC in 2011, we are required to provide our stockholders with the opportunity to cast a non-binding, advisory vote on the compensation that will or may be payable to our named executive officers in connection with the merger.

Q: What will happen if our stockholders do not approve the golden parachute compensation arrangements at the special meeting?

- A: Approval of the golden parachute compensation arrangements payable under existing agreements that the named executive officers of Sourcefire will or may receive in connection with the merger is not a condition to completion of the merger. The vote with respect to the golden parachute compensation arrangements is an advisory vote and will not be binding on Cisco or us. Therefore, if the merger agreement is adopted by

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our stockholders and completed, the golden parachute compensation arrangements will still be paid to our named executive officers as long as any other conditions applicable thereto are satisfied, regardless of the results of the vote.

Q: How will abstentions be counted?

A: Stockholders that abstain from voting on a particular proposal will not be counted as votes in favor of such proposal. Abstentions will have the same effect as votes **AGAINST** the proposal to adopt the merger agreement and will have no effect on the proposal to adjourn the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes in favor of adoption of the merger agreement at the time of the special meeting or the proposal regarding golden parachute compensation arrangements.

Q: Why is my vote important?

A: If you do not submit a proxy or voting instructions or vote in person at the special meeting, it will be more difficult for us to obtain the necessary quorum to hold the special meeting. In addition, because the merger proposal must be approved by the holders of a majority of the outstanding shares of Sourcefire common stock on the record date for the special meeting, **your failure to submit a proxy or voting instructions or to vote in person at the special meeting will have the same effect as a vote AGAINST Proposal No. 1, adoption of the merger agreement.**

If you do not submit a proxy or voting instructions or do not vote in person at the special meeting, your shares will not be counted in determining the outcome of any of the other proposals at the special meeting.

Q: If my shares are held in street name by my broker, bank, trust or other nominee, will my broker, bank, trust or other nominee vote my shares for me if I do not submit voting instructions?

A: Shares held in street name by banks, brokers, trusts or other nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular proposal will not be counted as votes in favor of such proposal. Such broker non-votes will have the same effect as votes **AGAINST** the proposal to adopt merger agreement and will have no effect on the proposal to adjourn the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes in favor of adoption of the merger agreement at the time of the special meeting or the proposal regarding golden parachute compensation arrangements.

Q: May I change my vote after I have submitted my proxy or voting instructions?

A: Yes. If you are a stockholder of record, you may change your vote or revoke your proxy at any time before your proxy is voted at the special meeting by:

attending the meeting and voting in person;

delivering to the Secretary of Sourcefire an instrument revoking the proxy; or

properly delivering another proxy on a later date prior to 11:59 p.m. Eastern time on October 6, 2013, by using one of the methods described above under [How can I submit my proxy or voting instructions?](#) .

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Attendance at the special meeting in and of itself, without voting in person at the meeting, will not cause your previously granted proxy to be revoked.

Please note that if you hold your shares in street name through a broker, bank, trust or other nominee and you have instructed your broker, bank, trust or other nominee to vote your shares, the above-described options for changing your vote do not apply, and instead, you must follow the instructions received from your broker, bank, trust or other nominee to change your vote.

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Q: What happens if I transfer my shares of common stock after the record date?

A: The record date for the determination of stockholders entitled to vote at the special meeting is earlier than the effective time of the merger. Therefore, transferors of shares of Sourcefire common stock after the record date but prior to the consummation of the merger will retain their right to vote at the special meeting, but the right to receive the merger consideration will transfer with the shares.

Q: Will any proxy solicitors be used in connection with the special meeting?

A: Yes. To assist in the solicitation of proxies, we have engaged D.F. King & Co., Inc.

Q: What do I need to do now?

A: We urge you to read carefully this proxy statement, including its annexes and the documents we refer to in this proxy statement, and then mail your completed, dated and signed proxy card or voting instruction form in the enclosed prepaid return envelope as soon as possible, or submit your proxy or voting instruction via the internet or by phone in accordance with the instructions included with this proxy statement and the enclosed proxy card or voting instruction form, so that your shares can be voted at the special meeting.

Q: Should I send in my stock certificates now?

A: No. If you hold certificates of Sourcefire common stock, you will be sent a letter of transmittal promptly after the completion of the merger, describing how you may exchange your shares of Sourcefire common stock for the merger consideration. **Please do NOT return your stock certificate(s) with your proxy.**

Q: Who can help answer my questions?

A: If you have any questions or need further assistance in voting your shares of Sourcefire common stock, or if you need additional copies of this proxy statement or the proxy card, please contact D.F. King & Co., Inc., our proxy solicitor, in writing at D.F. King & Co., Inc., 48 Wall Street, 22nd Floor, New York, NY 10005, or by telephone at (800) 967-4612 (banks and brokers call collect at (212) 269-5550).

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This proxy statement and the documents to which we refer you in this proxy statement contain forward-looking statements as that term is defined by the Private Securities Litigation Reform Act of 1995, which we refer to as the Act, and the federal securities laws. Any statements that do not relate to historical or current facts or matters are forward-looking statements. Examples of forward-looking statements include information concerning possible or assumed future results of operations of Sourcefire, the expected completion and timing of the merger and other information relating to the merger. You can identify some of the forward-looking statements by the use of forward-looking words such as anticipate, believe, plan, estimate, expect, intend, should, may and other similar expressions, although not all forward-looking statements use these identifying words.

In addition to other factors and matters contained or incorporated in this document, we believe the following factors could cause actual results to differ materially from those discussed in the forward-looking statements:

the inability to complete the merger due to the failure to obtain stockholder approval or failure to satisfy any other conditions to the completion of the merger, including receipt of required regulatory approvals;

business uncertainty and contractual restrictions during the pendency of the merger;

the amount of the costs, fees, expenses and charges related to the merger;

diversion of management's attention from ongoing business concerns;

the effect of the announcement of the merger on our business, operating results and business relationships, including our ability to retain key employees;

the possible adverse effect on our business and the price of our common stock if the merger is not completed in a timely manner or at all; and

other risks and uncertainties applicable to our business set forth in our filings with the SEC. See [Where You Can Find More Information](#) beginning on page 92.

Forward-looking statements are based on the information currently available and are applicable only as of the date on which such statements were made. Forward-looking statements involve known and unknown risks and uncertainties that may cause our actual results in future periods to differ materially from those projected or contemplated in the forward-looking statements. You are urged to carefully review the disclosures we make in this proxy statement and the documents to which we refer you in this proxy statement concerning risks and other factors that may affect us, including those made in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on February 28, 2013, and updated in our subsequently filed quarterly reports on Form 10-Q and current reports on Form 8-K. The forward-looking statements are qualified in their entirety by these cautionary statements, which are being made pursuant to the provisions of the Act and with the intention of obtaining the benefits of the safe harbor provisions of the Act. We caution you that any forward-looking statements made in this proxy statement or the documents to which we refer you in this proxy statement are not guarantees of future performance and that you should not place undue reliance on any of such forward-looking statements, which speak only as of the date of this document. There may be additional risks of which we are currently unaware or that we currently deem immaterial. We do not intend, and undertake no obligation, to update our forward-looking statements to reflect future events or circumstances, except as required by law.

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INFORMATION ABOUT THE SPECIAL MEETING OF STOCKHOLDERS

This section contains information about the special meeting of stockholders.

Together with this proxy statement, we are sending you a notice of special meeting of stockholders and a form of proxy that is being solicited by our board of directors for use at the special meeting. The information and instructions contained in this section are addressed to Sourcefire stockholders and all references to you or stockholders in this section and elsewhere in the proxy statement should be understood to be addressed to Sourcefire stockholders.

Date, Time and Place of the Special Meeting of Stockholders

This proxy statement is being furnished by our board of directors in connection with the solicitation of proxies from holders of Sourcefire common stock for use at the special meeting of stockholders to be held on October 7, 2013 at the SpringHill Suites Columbia, 7055 Minstrel Way, Columbia, Maryland 21046, at 10:00 a.m., Eastern time, and at any adjournment or postponement of the special meeting, if applicable.

Purpose of the Special Meeting of Stockholders

The following proposals will be considered and voted upon at the special meeting of stockholders:

adoption of the merger agreement, as such agreement may be amended (Proposal No. 1);

approval of the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement (Proposal No. 2); and

approval, on an advisory (non-binding) basis of the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable (Proposal No. 3).

Recommendation of Our Board of Directors

Our board of directors has unanimously determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are fair to, advisable and in the best interests of Sourcefire and our stockholders and unanimously recommends that stockholders vote **FOR** Proposal No. 1, adoption of the merger agreement, **FOR** Proposal No. 2, approval of the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies, and **FOR** Proposal No. 3, approval, on an advisory (non-binding) basis, of the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable.

For more information concerning the recommendation of our board of directors with respect to the merger, see Proposal No. 1 Adoption of the Merger Agreement Recommendation of Our Board of Directors as to the Merger; Reasons for the Merger beginning on page 30.

Record Date and Outstanding Shares

The record date for the determination of stockholders entitled to notice of and to vote at the special meeting of stockholders is August 30, 2013. Only stockholders of record of Sourcefire common stock as of the close of business on the record date will be entitled to notice of, and to vote at, the special meeting of stockholders and any adjournments or postponements thereof. At the close of business on the record date, there were 31,597,374 shares of Sourcefire common stock issued and outstanding.

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Quorum Requirement

The Company's Sixth Amended and Restated Bylaws provide that the presence in person or by proxy of the holders of a majority in voting power of the outstanding shares of Sourcefire common stock entitled to vote at the special meeting as of the close of business on the record date will constitute a quorum for purposes of the special meeting. Your shares of Sourcefire common stock will be counted for purposes of determining whether a quorum exists for the special meeting if you return a signed and dated proxy card or voting instruction form, if you submit a proxy or voting instructions by telephone or over the internet or if you vote in person at the special meeting (and if you are a beneficial owner of shares of Sourcefire common stock and you have obtained a legal proxy from your broker, bank, trust or other nominee giving you the right to vote your shares at the special meeting), even if you **ABSTAIN** from voting on the proposals.

Votes for and against, abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum. A broker non-vote occurs when (i) your shares are held by a broker, bank, trust or other nominee (we refer to those organizations collectively as broker), in nominee name or otherwise, exercising fiduciary powers (typically referred to as being held in street name) and (ii) a broker submits a proxy card for your shares of Company common stock held in street name, but does not vote on a particular proposal because the broker has not received voting instructions from you and does not have the authority to vote on that matter without instructions. Brokers will not have authority to vote with respect to the proposal to adopt the merger agreement, the adjournment proposal or the non-binding compensation proposal.

If a quorum is not present at the special meeting of stockholders, we expect that the special meeting will be adjourned to a later date.

Vote Required

Each share of Sourcefire common stock outstanding on the record date will be entitled to one vote, in person or by proxy, on each proposal submitted for the vote of stockholders.

Proposal No. 1, adoption of the merger agreement, requires the affirmative vote of the holders of a majority of the outstanding shares of Sourcefire common stock on the record date. If you do not submit a proxy or voting instructions or do not vote in person at the special meeting, and hence have failed to vote, or if you **ABSTAIN** from voting on the adoption of the merger agreement, the effect will be the same as a vote **AGAINST** the adoption of the merger agreement.

Proposal No. 2, approval of the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement, requires the affirmative vote of a majority of the votes cast on the matter by holders of our common stock present in person or represented by proxy at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the adjournment proposal.

Proposal No. 3, approval, on an advisory (non-binding) basis, of the golden parachute compensation arrangements that may be paid or become payable to our named executive officers in connection with the merger and the agreements pursuant to which such compensation may be paid or become payable, requires the affirmative vote of a majority of the votes cast on the matter by holders of our common stock present in person or represented by proxy at the special meeting. Assuming a quorum is present at the special meeting, abstentions, failures to vote and broker non-votes will have no effect on the outcome of the non-binding compensation proposal. This is an advisory vote only and will not be binding on the Company or the board.

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Shares Held by Directors and Executive Officers

As of the close of business on the record date, our directors and executive officers held and are entitled to vote at the special meeting 705,898 shares of our common stock (excluding options and RSUs), representing approximately 2.2% of the aggregate common stock issued and outstanding on that date.

Voting Procedures

Whether or not you plan to attend the special meeting and regardless of the number of shares you own, your careful consideration of, and vote on, the merger agreement is important and we encourage you to vote promptly.

If you are a stockholder with shares registered in your name, you may vote in person at the special meeting or by submitting a proxy using one of the following three methods:

Vote via the Internet. Go to the web address www.proxyvote.com and follow the instructions for internet voting shown on the proxy card mailed to you. If you vote via the internet, you should be aware that there may be incidental costs associated with electronic access, such as your usage charges from your internet access providers and telephone companies, for which you will be responsible.

Vote by Telephone. Dial (800) 690-6903 and follow the instructions for telephone voting shown on the proxy card mailed to you.

Vote by Proxy Card. If you do not wish to vote by the internet or by telephone, please complete, sign, date and mail the enclosed proxy card in the envelope provided. If you vote via the internet or by telephone, please do not mail your proxy card.

The internet and telephone voting procedures are designed to authenticate your identity and to allow you to vote your shares for the matters before our stockholders as described in this proxy statement and confirm that your voting instructions have been properly recorded.

Votes submitted by telephone or via the internet for the matters before our stockholders as described in the proxy statement must be received by 11:59 p.m., Eastern Time, on October 6, 2013. Votes submitted by proxy card must be received before the polls close at the special meeting, in order for your shares to be voted at the special meeting.

If you are a stockholder with shares held in street name, which means your shares are held in an account at a broker, bank, trust or other nominee, you must follow the instructions from your broker, bank, trust or other nominee in order to vote.

Attending and Voting at the Special Meeting of Stockholders

Only stockholders of record as of the close of business on the record date for the determination of stockholders entitled to vote at the special meeting, authorized proxy holders and our guests may attend the special meeting. If you are a stockholder of record as of the close of business on the record date and you attend the special meeting, you may vote in person by completing a ballot at the special meeting even if you already have signed, dated and returned a proxy card or submitted a proxy by telephone or over the internet. If your shares of common stock are held in the name of a bank, broker, trust or other nominee, you may not vote your shares of common stock in person at the special meeting unless you obtain a legal proxy from the record holder giving you the right to vote such shares of common stock. In addition, whether you are a stockholder of record or a beneficial owner, you must bring a form of personal photo identification with you in order to be admitted to the special meeting. We reserve the right to refuse admittance to anyone without proper proof of share ownership or proper photo identification.

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Proxies

Each copy of this proxy statement mailed to holders of Sourcefire common stock is accompanied by a proxy card or voting instruction form with instructions for authorizing how your shares are to be voted at the special meeting, or at any adjournment or postponement thereof. If you hold stock in your name as a stockholder of record, you may submit a proxy to instruct how your shares are to be voted at the special meeting by (a) completing, signing, dating and returning the enclosed proxy card, (b) calling the telephone number on your proxy card or (c) following the internet proxy submission instructions on your proxy card to ensure that your vote is counted at the special meeting, or at any adjournment or postponement thereof, regardless of whether you plan to attend the special meeting. Instructions for submitting a proxy by telephone or over the internet are printed on the proxy card. In order to submit a proxy via the internet, please have your proxy card available so you can input the required information from the card.

If you hold your Sourcefire common stock in street name through a bank, broker, trust or other nominee, you must submit voting instructions to your bank, broker, trust or nominee in accordance with the instructions you have received from your bank, broker, trust or other nominee.

All shares represented by valid proxies that are received through this solicitation, and that are not revoked, will be voted in accordance with the instructions on the proxy card. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted in accordance with the recommendation of our board of directors on each of the proposals indicated above.

Revocation of Proxies

Submitting a proxy on the enclosed form does not preclude a stockholder from voting in person at the special meeting. A stockholder of record may revoke a proxy by attending the meeting and voting in person, delivering to the Secretary of Sourcefire an instrument revoking the proxy, or properly delivering another proxy on a later date prior to 11:59 p.m. Eastern time on October 6, 2013, by mail, the internet or telephone. A stockholder of record may revoke a proxy by any of these methods, regardless of the method used to deliver the stockholder's previous proxy. Attendance at the special meeting without voting will not itself revoke a proxy. If your shares of Company common stock are held in street name, you must contact your broker, bank, trust or other nominee to revoke your proxy.

Solicitation of Proxies

This proxy solicitation is being made by the Company on behalf of the board of directors and will be paid for by the Company. The Company's directors and officers and employees may also solicit proxies by personal interview, mail, e-mail, telephone, facsimile or other means of communication. These persons will not be paid additional remuneration for their efforts. The Company has also retained D.F. King & Co., Inc. to assist in the solicitation of proxies for a fee of \$12,500 plus the reimbursement of out-of-pocket expenses incurred on behalf of the Company.

Questions and Additional Information

If you have questions about the merger or how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card or voting instructions, please call D.F. King & Co., Inc., our proxy solicitor, toll-free at (800) 967-4612 (banks and brokers call collect at (212) 269-5550).

Your vote is important. Please sign, date and return your proxy card or voting instruction form or submit your proxy and/or voting instructions by telephone or over the internet promptly.

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PARTIES TO THE MERGER

Sourcefire, Inc.

Sourcefire, Inc., a Delaware corporation, which we refer to as Sourcefire, delivers intelligent cybersecurity technologies. Our comprehensive portfolio of solutions enables a diverse customer base that includes commercial enterprises and government agencies to manage and minimize cybersecurity risks. From our industry-leading next-generation network security platform to our advanced malware protection, Sourcefire's threat-centric approach provides customers with Agile Security® that delivers protection Before, During and After an attack. We also manage the security industry's leading open source initiative, Snort, an intrusion prevention technology that is incorporated into the software of our comprehensive Intrusion Detection and Prevention System. In addition to commercial and open source network security products, Sourcefire offers a variety of services to help customers install and support our solutions. Available services include Technical Support, Professional Services, Incident Response, Education & Certification, and our Vulnerability Research Team (VRT).

Sourcefire was incorporated in Delaware in December 2001, and the mailing address for its principal executive offices is 9770 Patuxent Woods Drive, Columbia, Maryland 21046. Its telephone number is (410) 290-1616. Sourcefire's website is located at www.sourcefire.com.

Cisco Systems, Inc.

Cisco Systems, Inc., a California corporation, which we refer to as Cisco, together with its subsidiaries, designs, manufactures, and sells Internet Protocol (IP) based networking and other products related to the communications and information technology (IT) industry and provides services associated with these products and their use. Cisco provides a broad line of products for transporting data, voice, and video within buildings, across campuses, and around the world. Cisco's products are designed to transform how people connect, communicate, and collaborate. Cisco's products are utilized at enterprise businesses, public institutions, telecommunications companies and other service providers, commercial businesses, and personal residences. Cisco conducts its business globally and is organized into the following three geographic segments: The Americas; Europe, Middle East, and Africa; and Asia Pacific, Japan, and China.

Cisco was incorporated in California in December 1984, and the mailing address for its principal executive offices is 170 West Tasman Drive, San Jose, California 95134-1706. Its telephone number is (408) 526-4000. Cisco's website is located at www.cisco.com.

Shasta Acquisition Corp.

Shasta Acquisition Corp., which we refer to as merger sub, is a Delaware corporation and wholly-owned subsidiary of Cisco that was formed solely for the purpose of consummating the merger described below and the other related transactions in connection with the merger. Shasta Acquisition Corp. was incorporated on July 16, 2013 and has not conducted any business operations. The mailing address for its principal executive offices is 170 West Tasman Drive, San Jose, California 95134-1706. Its telephone number is (408) 526-4000.

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PROPOSAL NO. 1 ADOPTION OF THE MERGER AGREEMENT

The following is a description of the material aspects of the merger, including the merger agreement. While we believe that the following description covers the material terms of the merger, the description may not contain all of the information that may be important to you. We encourage you to read carefully this entire proxy statement, including the merger agreement attached to this proxy statement as Annex A, for a more complete understanding of the merger.

Overview

The merger agreement, dated July 22, 2013, among Cisco, merger sub and Sourcefire provides for the merger of merger sub, a newly-formed, wholly-owned subsidiary of Cisco, with and into Sourcefire, with Sourcefire surviving the merger as a wholly-owned subsidiary of Cisco. Upon consummation of the merger, each share of Sourcefire common stock issued and outstanding, other than shares held by Sourcefire, Cisco or merger sub and shares held by stockholders who properly demand their appraisal rights under Delaware law, will automatically be converted into the right to receive the merger consideration.

Background of the Merger

Our senior management and our board of directors, in the ordinary course of business, review Sourcefire's long-term strategic plan with the goal of maximizing stockholder value. As part of this ongoing process, we and our board of directors have periodically evaluated potential strategic opportunities relating to Sourcefire's businesses and engaged in discussions with third parties. From time to time, members of our management team have discussed the marketplace and strategic landscape with outside financial advisors.

On January 21, 2013, Martin Roesch, then our interim chief executive officer, had a meeting with Chris Young, senior vice president of the security group at Cisco, to discuss the Company and our position in the security marketplace.

On February 27, 2013, in connection with an industry conference, and at Cisco's request, we had preliminary discussions with Cisco regarding its interest in a potential commercial or strategic relationship with the Company.

On March 4, 2013, Cisco sent a draft confidentiality agreement to the Company, pursuant to which Cisco would be provided access to certain of the Company's non-public information. We negotiated the terms of the confidentiality agreement with Cisco during the week that followed but were unable to come to agreement on certain terms, including a standstill provision.

On March 7, 2013, we sent a draft confidentiality agreement to a strategic party (whom we refer to as Strategic Party A) that was introduced to us by an outside financial advisor, pursuant to which Strategic Party A would be provided certain of the Company's non-public information.

On March 11 and 12, 2013, members of our senior management team met with representatives of Cisco to discuss further a potential commercial or strategic relationship with the Company.

On March 14, 2013, our board of directors had a telephonic meeting, at which representatives from management were present. During the meeting, our board of directors discussed the status of our conversations with Cisco and Strategic Party A.

On April 8, 2013, John C. Becker, who had served on our board of directors since 2008, was appointed our chief executive officer, replacing our then interim chief executive officer, Mr. Roesch. Shortly thereafter, Mr. Becker had his initial discussions with Cisco concerning a potential strategic relationship with us.

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In mid-April 2013, at the direction of our senior management, an outside financial advisor to the Company contacted Strategic Party A to discuss its interest in a potential strategic transaction.

On April 15, 2013, a representative of Cisco contacted Mr. Becker to discuss Cisco's interest in a potential strategic relationship with us. Further discussions between Cisco and Mr. Becker occurred on April 18, 2013.

On April 18, 2013, at the direction of our board of directors, we entered into a confidentiality agreement with Strategic Party A to provide Strategic Party A access to certain of our non-public information.

On April 24, 2013, our board of directors met with our senior management and reviewed the status of the strategic conversations with Cisco and Strategic Party A and the process for continuing those discussions.

On April 25, 2013, a representative of Cisco and Mr. Becker discussed a potential strategic relationship.

On April 29, 2013, Messrs. Becker and Roesch and other members of our senior management team met with representatives of Strategic Party A in Annapolis, Maryland, to discuss a potential commercial or strategic relationship with the Company.

On May 7, 2013, Mr. Becker and Todd Headley, our chief financial officer, met with Mr. Young and Derek Idemoto, now Cisco's vice president of business development, to discuss Cisco's interest in a potential strategic relationship.

On May 10, 2013, at the direction of our board of directors, we entered into a confidentiality agreement with Cisco to provide Cisco access to certain of our non-public information.

Also on May 10, 2013, members of our senior management team held a conference call with representatives of Strategic Party A to discuss Strategic Party A's overall interest in a potential strategic discussion without identifying specific terms for a transaction.

On May 16 and 17, 2013, Messrs. Becker and Roesch and other members of our senior management team met with representatives of Cisco, including John Chambers, chairman and chief executive officer, Padmasree Warrior, chief technology and strategy officer, and Hilton Romanski, now Cisco's senior vice president and head of business development, at Cisco's offices in San Jose, California, to discuss our potential business relationship. At this meeting, members of Cisco's senior management expressed an interest in a potential strategic transaction.

On May 19, 2013, Mr. Becker had discussions with representatives of Cisco, to follow up on the discussions that took place earlier in the week.

On May 23, 2013, we received a written indication of interest from Cisco, offering to acquire all of our outstanding shares of common stock at a price of \$70.00 per share, which at the time represented a 27% premium over our last closing stock price. In connection with its indication of interest, Cisco requested that the Company agree to an exclusivity period during which the Company would be unable to pursue opportunities with other potential strategic partners.

On May 28, 2013, our board of directors had a telephonic meeting, at which representatives from management and Morrison & Foerster LLP (whom we refer to as Morrison & Foerster) were present. Morrison & Foerster reviewed with our board of directors the process for evaluating indications of interest as well as our board of directors' fiduciary duties. Representatives from management provided an initial review of the major terms presented by the May 23, 2013 indication of interest from Cisco regarding a potential business combination, including Cisco's request for exclusivity. Our board of directors discussed the indication of interest from Cisco, the engagement of a financial advisor and proposed continued preliminary discussions with other potential strategic partners.

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From May 29 to 31, 2013, Strategic Party A conducted an initial due diligence review with members of our senior management team.

From May 30 to June 3, 2013, representatives of Cisco and us held telephonic due diligence discussions.

On June 1, 2013, Mr. Becker had further discussions with Mr. Young regarding Cisco's interest in a potential strategic transaction.

On June 6, 2013, our board of directors had a meeting, at which representatives from management, representatives of Qatalyst Partners and representatives of Morrison & Foerster, were present. Morrison & Foerster reviewed with our board of directors the process for evaluating indications of interest as well as our board of directors' fiduciary duties. Our board of directors also discussed the qualifications and independence of Qatalyst Partners to serve as Sourcefire's financial advisor in connection with our consideration of strategic opportunities. After the presentation and a discussion of the qualifications and independence of Qatalyst Partners, our board of directors determined to engage Qatalyst Partners as our financial advisor in connection with our consideration of strategic opportunities. Qatalyst Partners also presented to our board of directors information relating to possible strategic partners and the potential for a transaction with a financial acquirer. Qatalyst Partners expressed its view that, given the respective resources and acquisition strategies of other potential acquirers, Cisco and Strategic Party A would likely be the parties most capable of completing a transaction on financial terms and in a timeframe acceptable to the Company. Management informed our board of directors of the status of discussions with both parties, including Cisco's request for exclusivity. Following the presentation by Qatalyst Partners and discussion, our board of directors believed that a transaction with financial parties was unlikely at the valuations that the board would be seeking from any counter-party. Our board of directors further concluded that the potential strategic fit was likely as great or greater with Cisco and Strategic Party A as compared to other potential strategic parties. Based on the discussion at the meeting, our board of directors determined that Cisco and Strategic Party A were the most likely counterparties for a strategic transaction at the present time. Our board of directors also concluded that the risks to our strategy, including providing competitive information to additional parties, and disruption to our operations and long-term value in the event a transaction with a strategic party was not consummated were greater than the likely benefit from expanding the list of potential acquirers who would be contacted. For these reasons, our board of directors instructed management and representatives of Qatalyst Partners to focus on Cisco and Strategic Party A, and not contact additional counterparties at that time. The board of directors also instructed management and representatives of Qatalyst Partners to encourage Cisco to improve on the terms of its proposal, including an increase in the offer price, and to continue to advance discussions with both Cisco and Strategic Party A.

On June 6, 2013, Strategic Party A informed the Company that it would not be in a position to determine whether there was a strategic fit until later in the month.

On June 7 and 11, 2013, representatives of Qatalyst Partners, pursuant to the board's directive, requested that Cisco increase its offer price.

On June 13, 2013, at the direction of our board of directors and as part of continuing negotiations, representatives of Qatalyst Partners communicated to representatives of Cisco that our board of directors would consider accepting a proposed price of \$85.00 per share.

Also on June 13, 2013, our board of directors held a telephonic meeting, at which management and representatives of Morrison & Foerster and representatives of Qatalyst Partners were present, to discuss the process for a strategic transaction. At the meeting, our board of directors discussed the interest from Cisco and Strategic Party A, including timing of further discussions with each party, strategy for engagement, and the next steps in the strategic process. Our board of directors reconsidered whether Cisco and Strategic Party A still remained the most likely counterparties for a strategic transaction. After discussion, including a discussion regarding potential additional strategic partners with representatives of Qatalyst Partners, our board of directors

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reaffirmed the decision to focus on Cisco and Strategic Party A and not expand the group of potential counterparties. Our board of directors authorized management to continue discussions with both Cisco and Strategic Party A.

On June 14, 2013, Mr. Becker contacted representatives of Strategic Party A in order to motivate Strategic Party A to make an offer by informing them that Sourcefire might soon be subject to an exclusivity period with another potential strategic partner. Representatives of Strategic Party A indicated that they would not be able to make an offer until Strategic Party A had conducted further due diligence and additional internal review.

On June 18, 2013, members of our senior management team and representatives of Qatalyst Partners met with representatives of Cisco at the offices of Morrison & Foerster in McLean, Virginia, as part of Cisco's due diligence review.

Also on June 18, 2013, members of our senior management team held a conference call with representatives of Strategic Party A as part of Strategic Party A's due diligence review.

On June 19, 2013, representatives of Qatalyst Partners discussed the potential transaction valuation, including aspects of the Projections (as described in Prospective Financial Information beginning on page 33) and Cisco's request for more information regarding the Projections, with Mr. Romanski.

On June 20, 2013, our board of directors had a telephonic meeting to review the status of the discussions with Cisco and Strategic Party A. Management and representatives from Morrison & Foerster and representatives of Qatalyst Partners were also present at the meeting. Management and representatives of Qatalyst Partners reported to our board of directors details of the discussions with Cisco and Strategic Party A and described the proposed timing of further discussions with each party and a strategy for engagement with Cisco and Strategic Party A. Our board of directors instructed management, representatives of Morrison & Foerster and representatives of Qatalyst Partners to continue to advance discussions with Cisco and Strategic Party A.

On June 20 and 21, 2013, Mr. Becker and other members of our management team met with representatives of Strategic Party A at the offices of Morrison & Foerster in McLean, Virginia, to discuss Strategic Party A's continued interest in a possible strategic transaction with us.

On June 24, 2013, members of our management team met with representatives of Cisco in Raleigh, North Carolina, as part of Cisco's due diligence review. Also on June 24, 2013, Mr. Headley and representatives of Qatalyst Partners held a conference call with representatives of Cisco as part of Cisco's due diligence review.

On June 25 and 27, 2013, members of our senior management team and representatives of Strategic Party A met at the offices of Strategic Party A to continue discussions regarding Strategic Party A's possible interest in a strategic transaction with us.

In late June, on several occasions, our representatives and Cisco discussed potential terms for a transaction, including the proposed price. Cisco reiterated throughout these discussions that it would only move forward if the Company were to agree to an exclusivity period.

On June 26, 2013, we received a revised written indication of interest from Cisco, offering to acquire all of our outstanding shares of common stock at a price of \$75.50 per share, which at the time represented a 39% premium over our last closing stock price. Cisco indicated in its indication of interest that this would be its best and final offer and insisted that it would only move forward if the Company agreed to a 21-day exclusivity period.

On June 27, 2013, our board of directors met via teleconference, during which management reviewed with our board of directors the revised written indication of interest received from Cisco on June 26, 2013, with terms

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of a proposal more favorable to us, and informed the board that the terms of the proposal were contingent upon an exclusivity agreement being entered into between Cisco and us. Representatives of Qatalyst Partners reported to our board of directors that Cisco had indicated that the revised proposal was a best and final offer, and if we were to reject the offer, Cisco may disengage from the process and pursue other opportunities. Management also told our board of directors that Strategic Party A had been informed that we were considering exclusivity with another party. Representatives of Qatalyst Partners further indicated to our board that it had contacted Strategic Party A to request that it provide a proposal as soon as possible. Representatives of Morrison & Foerster briefed our board of directors on its fiduciary duties and obligations with respect to exploring strategic alternatives and representatives of Qatalyst Partners presented to our board of directors information regarding other selected transactions and other financial metrics, including a description of Cisco's proposal. Our board of directors discussed the perceived relative levels of interest of Cisco and Strategic Party A, the consequences of agreeing to exclusive discussions with Cisco and the next steps in the strategic process. Our board of directors discussed the risk of competitive harm to us of including others in the existing process, the low likelihood that expanding the process would result in a superior bid on a timely basis, the risk of undermining the current proposal by expanding the process, and the potentially negative effect of expanding the process on our ongoing operations. Our board of directors determined that Cisco was unlikely to improve its best and final offer if we did not agree to enter into exclusivity and that we should negotiate an exclusivity agreement with Cisco. Accordingly, our board of directors authorized management and our advisors, pending a response from Strategic Party A regarding its ability to pursue a transaction, to request that Cisco increase its offer price in connection with our agreement to engage in strategic discussions with Cisco on an exclusive basis so that the parties could evaluate whether satisfactory terms could be agreed upon for a strategic transaction.

On June 28, 2013, members of our senior management team met with representatives of Strategic Party A at the offices of Strategic Party A as part of its due diligence review.

From June 28 to July 1, 2013, representatives from Qatalyst Partners discussed with Mr. Romanski the potential transaction valuation.

On July 2, 2013, Mr. Becker contacted representatives of Strategic Party A to determine if they were prepared to make an offer. Strategic Party A indicated that they would not be able to pursue a strategic transaction at that time.

Also on July 2, 2013, representatives of Qatalyst Partners contacted Cisco to discuss the Company's willingness to consider entering into an exclusivity agreement with Cisco provided that Cisco improved the terms of its offer, including increasing the offer price. Later that day, Cisco agreed to raise its offer price to \$76.00 per share, contingent on the Company entering into an exclusive negotiation period. Over the following two days the parties negotiated the terms of the exclusivity agreement and, on July 4, 2013, in connection with Cisco's agreement to raise the offer price to \$76.00 per share, we signed an exclusivity letter with Cisco, expiring on July 23, 2013.