

Phi Tram T
Form 4
November 16, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phi Tram T

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400
BRIDGE PARKWAY

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMPERVA INC [IMPV]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/15/2017		M	1,000	\$ 0	2,371	D
Common Stock	11/15/2017		F(1)	376	\$ 40.65	1,995	D
Common Stock	11/15/2017		M	681	\$ 0	2,676	D
Common Stock	11/15/2017		F(1)	256	\$ 40.65	2,420	D
Common Stock	11/15/2017		M	516	\$ 0	2,936	D

Edgar Filing: Phi Tram T - Form 4

Common Stock	11/15/2017		<u>F(1)</u>	194	D	\$ 40.65	3,251 <u>(2)</u>	D	
Common Stock							24,689	I	See Footnote <u>(3)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(4)</u>	11/15/2017		M	1,000	<u>(5)</u> 02/03/2024 <u>(6)</u>	Common Stock	1,000
Restricted Stock Units	<u>(4)</u>	11/15/2017		M	681	<u>(7)</u> 01/31/2026 <u>(6)</u>	Common Stock	681
Restricted Stock Units	<u>(4)</u>	11/15/2017		M	516	<u>(8)</u> 01/31/2026 <u>(6)</u>	Common Stock	516

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phi Tram T C/O IMPERVA, INC. 3400 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			Senior VP & General Counsel	

Signatures

/s/ Shulamite White,
Attorney-in-Fact

11/16/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Exempt transaction pursuant to Rule 16b-3(e). The shares were automatically withheld by the Issuer in accordance with the agreement governing the RSUs to satisfy tax withholding obligations of the Reporting Person resulting from the vesting and settlement of the RSUs. The shares were withheld and cancelled by the Issuer and no shares were sold by the Reporting Person.
 - (2) Includes 509 shares of common stock acquired by the reporting person on November 15, 2017 under the Imperva, Inc. 2011 Employee Stock Purchase Plan.
 - (3) The shares are held by the Mendez Trust Agreement, dated October 26, 2010, for which the Reporting Person is a co-settlor and co-trustee.
 - (4) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer upon vesting.

The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2014, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
 - (5) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.

The restricted stock units vest as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 15, 2016, with the remaining 75% vesting in equal quarterly installments over the next three years. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.
 - (6) The restricted stock units vest as follows: 12.5% of the underlying shares vest on February 15, 2017, with the remainder vesting in equal 12.5% installments over the next seven quarters. The restricted stock units are subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.