

PROOFPOINT INC  
Form 8-K  
June 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of report (date of earliest event reported): **June 11, 2015**

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**PROOFPOINT, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-35506**  
(Commission File Number)

**51-0414846**  
(I.R.S. Employer  
Identification Number)

**892 Ross Drive**  
**Sunnyvale, California**  
(Address of Principal Executive Offices)

**94089**  
(Zip Code)

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Registrant's telephone number, including area code: **(408) 517-4710**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On June 11, 2015, Proofpoint, Inc. ( Proofpoint ) announced the pricing of \$200 million aggregate principal amount of 0.75% Convertible Senior Notes due 2020 (the Notes ). Proofpoint also granted the initial purchasers of the Notes an option to purchase up to an additional \$30 million aggregate principal amount of Notes. The Notes will be sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| 99.1                  | Press release dated June 11, 2015 announcing Proofpoint s pricing of \$200 million aggregate principal amount of 0.75% Convertible Senior Notes due 2020. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PROOFPOINT, INC.**

Date: June 11, 2015

By:

*/s/ Paul Auvil*  
Paul Auvil  
Chief Financial Officer

**INDEX TO EXHIBITS**

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