PROOFPOINT INC
Form 8-K
July 27, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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): **July 26, 2017**

Proofpoint, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-35506**	**51-041486**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

892 Ross Drive, Sunnyvale CA	**94089**
(Address of principal executive offices)	(Zip Code)

(408) 517-4710

(Registrant s telephone number, including area code)

(Former name or former address, if changed since last report)

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 2.02 **Results of Operations and Financial Condition.**

On July 27, 2017, Proofpoint, Inc. (the Company) issued a press release announcing financial results for the quarter ended June 30, 2017.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto (the ***2.02 Information***) are being furnished pursuant to Item 2.02 of Form 8-K and will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the ***Exchange Act***), or otherwise subject to the liabilities of that section, nor will the 2.02 Information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On July 26, 2017, Douglas Garn informed the Company of his resignation from the Board of Directors of the Company. His resignation became effective on July 26, 2017 and was not due to any disagreement with the Company or its management.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	**Exhibit Title**
99.1	Press release of Proofpoint, Inc. announcing earnings results, dated July 27, 2017.

SIGNATURES

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

Proofpoint, Inc.

Date: July 27, 2017

By: /s/ Paul Auvil
Paul Auvil
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit Title
99.1	Press release of Proofpoint, Inc. announcing earnings results, dated July 27, 2017.