

PROOFPOINT INC  
Form 4  
July 10, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
Swaroop Bhagwat

(Last) (First) (Middle)  
C/O PROOFPOINT, INC., 892  
ROSS DRIVE  
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/18/2016

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)  
EVP & GM, Protection

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/01/2017		M <sup>(1)</sup>		11,875	A	\$ 0
Common Stock	07/01/2017		M <sup>(1)</sup>		4,000	A	\$ 0
Common Stock	07/01/2017		F <sup>(2)</sup>		6,866	D	\$ 86.83
Common Stock	07/06/2017		S <sup>(3)</sup>		5,000	D	\$ 85.165
					<sup>(4)</sup>		<sup>(5)</sup>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Restricted Stock Units	\$ 0 <u>(6)</u>	08/18/2016		A	47,500	<u>(7)</u>	<u>(7)</u>	Common Stock	
Restricted Stock Units	\$ 0 <u>(6)</u>	08/18/2016		A	4,000	<u>(8)</u>	<u>(8)</u>	Common Stock	
Non-qualified Stock Option (right to buy)	\$ 77.5	08/29/2016		A	25,000	<u>(9)</u>	08/29/2026	Common Stock	
Restricted Stock Units	\$ 0 <u>(6)</u>	07/01/2017		M <sup>(1)</sup>	11,875	<u>(7)</u>	<u>(7)</u>	Common Stock	
Restricted Stock Units	\$ 0 <u>(6)</u>	07/01/2017		M <sup>(1)</sup>	4,000	<u>(8)</u>	<u>(8)</u>	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swaroop Bhagwat C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			EVP & GM, Protection	

## Signatures

/s/ Bhagwat Swaroop by Michael Yang,  
Attorney-In-Fact

07/10/2017

        \*\*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) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on August 18, 2016.

(2) Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of on this line were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs or PRSUs.

(3) The transactions reported on this line were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on March 6, 2017.

(4) Represents the aggregate of sales effected on the same day at different prices.

(5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$84.82 to \$85.59 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(6) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.

(7) The RSUs vest as to 1/4th of the total number of shares in equal annual installments beginning on July 1, 2017. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

(8) The RSUs vested as to 100% of the shares on July 1, 2017. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

(9) The stock option will vest as to 1/4th of the total number of shares on July 1, 2017 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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