

FireEye, Inc.
Form 4
September 26, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SC XI MANAGEMENT LLC

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FireEye, Inc. [FEYE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/25/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/25/2013		C	18,961,167 A	18,961,167	I	By Sequoia Capital XI, LP ⁽²⁾
Common Stock	09/25/2013		C	598,940 A	598,940	I	By Sequoia Technology Partners XI, LP ⁽³⁾
Common Stock	09/25/2013		C	2,062,304 A	2,062,304	I	By Sequoia Capital XI Principals Fund, LLC ⁽⁴⁾

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A-1 Preferred Stock	<u>(1)</u>	09/25/2013		C	833,530	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u> 833,530
Series A-1 Preferred Stock	<u>(1)</u>	09/25/2013		C	26,315	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u> 26,315
Series A-1 Preferred Stock	<u>(1)</u>	09/25/2013		C	90,155	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u> 90,155
Series A-2 Preferred Stock	<u>(1)</u>	09/25/2013		C	4,276,684	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u> 5,016,89
Series A-2 Preferred Stock	<u>(1)</u>	09/25/2013		C	135,094	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u> 158,476
Series A-2 Preferred Stock	<u>(1)</u>	09/25/2013		C	465,271	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u> 545,800
Series B Preferred Stock	<u>(1)</u>	09/25/2013		C	1,959,738	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u> 2,746,12
	<u>(1)</u>	09/25/2013		C	61,905	<u>(1)</u> <u>(1)</u>	86,746

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Series B Preferred Stock								Common Stock ⁽¹⁾	
Series B Preferred Stock	<u>(1)</u>	09/25/2013	C	213,205	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	298,758	
Series C Preferred Stock	<u>(1)</u>	09/25/2013	C	630,681	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	940,661	
Series C Preferred Stock	<u>(1)</u>	09/25/2013	C	19,922	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	29,714	
Series C Preferred Stock	<u>(1)</u>	09/25/2013	C	68,613	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	102,336	
Series D Preferred Stock	<u>(1)</u>	09/25/2013	C	7,637,126	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	7,637,126	
Series D Preferred Stock	<u>(1)</u>	09/25/2013	C	241,245	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	241,245	
Series D Preferred Stock	<u>(1)</u>	09/25/2013	C	830,861	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	830,861	
Series E Preferred Stock	<u>(1)</u>	09/25/2013	C	980,448	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	980,448	
Series E Preferred Stock	<u>(1)</u>	09/25/2013	C	30,971	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	30,971	
Series E Preferred Stock	<u>(1)</u>	09/25/2013	C	106,665	<u>(1)</u>	<u>(1)</u>	Common Stock ⁽¹⁾	106,665	

Series F Preferred Stock	<u>(1)</u>	09/25/2013	C	806,388	<u>(1)</u>	<u>(1)</u>	Common Stock <u>(1)</u>	806,388
Series F Preferred Stock	<u>(1)</u>	09/25/2013	C	25,473	<u>(1)</u>	<u>(1)</u>	Common Stock <u>(1)</u>	25,473
Series F Preferred Stock	<u>(1)</u>	09/25/2013	C	87,729	<u>(1)</u>	<u>(1)</u>	Common Stock <u>(1)</u>	87,729

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SC XI MANAGEMENT LLC 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XI 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA TECHNOLOGY PARTNERS XI 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XI PRINCIPALS FUND 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		

Signatures

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC
XI Management, LLC

09/26/2013

Signature of Reporting Person

Date _____

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC
XI Management, LLC, the General Partner of Sequoia Capital XI, LP

09/26/2013

****Signature of Reporting Person**

Date _____

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC
XI Management, LLC, the General Partner of Sequoia Technology Partners XI, LP

09/26/2013

**Signature of Reporting Person

Date _____

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC, the Managing Member of Sequoia Capital XI Principals Fund, LLC

09/26/2013

****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).

Each share of Series A-1 Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date. Each share of Series A-2 Preferred Stock automatically converted into Common Stock on a 1.17308:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date. Each share of Series B Preferred Stock automatically converted into Common Stock on a 1.40127:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date. Each share of Series C Preferred Stock automatically converted into Common Stock on a 1.4915:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.

(1)

Shares held directly by Sequoia Capital XI, LP ("SC XI"). SC XI Management, LLC ("SC XI LLC"), the general partner of SC XI, may be deemed to share voting and dispositive power with respect to the shares held by SC XI. Each of these entities disclaims beneficial ownership of the securities held by SC XI except to the extent of any pecuniary interest therein.

(2)

Shares held directly by Sequoia Technology Partners XI, LP ("STP XI"). SC XI LLC, the general partner of STP XI, may be deemed to share voting and dispositive power with respect to the shares held by STP XI. Each of these entities disclaims beneficial ownership of the securities held by STP XI except to the extent of any pecuniary interest therein.

(3)

Shares held directly by Sequoia Capital XI Principals Fund, LLC ("SC XI PF"). SC XI LLC, the managing member of SC XI PF, may be deemed to share voting and dispositive power with respect to the shares held by SC XI PF. Each of these entities disclaims beneficial ownership of the securities held by SC XI PF except to the extent of any pecuniary interest therein.

(4)

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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