Edgar Filing: F5 NETWORKS INC - Form 4

F5 NETWOR	RKS INC										
Form 4											
February 02,	2016										
FORM	Δ Δ								PPROVAL		
	UNITED	NITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287	
Check this									Expires:	January 31	
if no long subject to		IENT OF	CHAN	IGES IN BENEFICIAL OW				NERSHIP OF	Estimated a	2005 average	
-	Section 16.				ITIES				burden hou		
Form 4 or									response 0.5		
Form 5 obligation	· ·							ge Act of 1934,			
may conti				•	•	· ·		of 1935 or Sectio	n		
<i>See</i> Instru 1(b).	ction	30(h)	of the Inv	vestment	Compan	y Act	of 19	40			
(Print or Type R	esponses)										
MCADANIOINI			Symbol	Name and			g	5. Relationship of Reporting Person(s) to Issuer			
F5				WORKS	INC [FF	IV]		(Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					(0.00	in an approach	•)	
				nth/Day/Year)				_X_ Director10% Owner			
	WORKS, INC.,	401	02/01/20)16				X Officer (give below)	e title Oth below)	er (specify	
ELLIOTT A	VE. WEST							Pres	ident and CEO		
			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)				Applicable Line)			
								X Form filed by 0 Form filed by M			
SEATTLE, V	WA 98119							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Dat								6. Ownership		
Security	(Month/Day/Year)	on Date, if TransactionAcquired (A) or						Form: Direct	Indirect Beneficial		
(Instr. 3)		any (Month/I	CodeDisposed of (D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)					Beneficially Owned		Ownership	
		X		((- /	Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
G				Code V		(D)	Price	(insure and i)			
Common Stock	02/01/2016			М	7,168 (1)	А	\$0	46,574	D		

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.

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Restricted Stock Units (2)	\$ 0	02/01/2016		А	15,956 <u>(3)</u>		(4)	(5)	Common Stock	15,956
Restricted Stock Units (2)	\$ 0	02/01/2016		М		2,579	(6)	(5)	Common Stock	2,579
Restricted Stock Units (2)	\$ 0	02/01/2016		М		2,683	(7)	(5)	Common Stock	2,683
Restricted Stock Units (2)	\$ 0	02/01/2016		М		1,906	(8)	(5)	Common Stock	1,906

er

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
MCADAM JOHN C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119	Х		President and CEO				
Signatures							
/s/ Scot F Rogers by Power of							

/s/ Scot F. Rogers by Power of Attorney

**Signature of Reporting Person

02/02/2016

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) Shares acquired upon vesting of the November 1, 2012, November 1, 2013, and November 3, 2014 awards of service-based Restricted Stock Units.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (3) Concurrent with this award of service-based Restricted Stock Units, the Company granted the reporting person additional Restricted Stock Units that vest based on performance targets ("Performance RSUs"). If the performance targets are achieved at 100%, the reporting person will receive 23,934 Performance RSUs over the one-year vesting period; the actual number of Performance RSUs received may be more or less depending on whether and to the extent that performance is greater than or less than targets. Performance RSUs are not reported in Table II; the underlying shares of Performance RSUs will be reported in Table I if and when the Compensation Committee of

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the Board of Directors determines that the performance targets have been achieved.

- (4) This February 1, 2016 award of service-based Restricted Stock Units vests in four equal quarterly increments beginning May 1, 2016.
- (5) The corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (6) The November 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013.
- (7) The November 1, 2013 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2014.
- (8) The November 3, 2014 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2015.

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.