

PROOFPOINT INC
Form 3
February 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Lee Robert Darren | | (Month/Day/Year) | PROOFPOINT INC [PFPT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/21/2015 | | |
| C/O PROOFPOINT, INC., 892 ROSS DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP, GM Archiving & Governance | |
| SUNNYVALE, CA 94089 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|-------|------------|--------------|--------|----------|---|---|
| Incentive Stock Option (right to buy) | Â (1) | 12/29/2021 | Common Stock | 348 | \$ 7.98 | D | Â |
| Non-qualified Stock Option (right to buy) | Â (1) | 12/29/2021 | Common Stock | 4,513 | \$ 7.98 | D | Â |
| Non-qualified Stock Option (right to buy) | Â (1) | 03/05/2023 | Common Stock | 22,139 | \$ 14.12 | D | Â |
| Non-qualified Stock Option (right to buy) | Â (1) | 03/26/2024 | Common Stock | 25,000 | \$ 36 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 3,750 | \$ 0 (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Lee Robert Darren C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089 | Â | Â | Â SVP, GM Archiving & Governance | Â |

Signatures

/s/ Robert Darren Lee by Michael Yang,
Attorney-in-Fact

02/25/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The stock option is immediately exercisable in full.

The restricted stock units ("RSUs") will vest as to 1/3 of the total number of shares on February 1, 2016 and thereafter will vest as to 1/3 of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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

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.