

Rogers Scot Frazier
Form 4
November 05, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rogers Scot Frazier

(Last) (First) (Middle)

C/O F5 NETWORKS, INC., 401
ELLIOTT AVE. WEST

(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/01/2018		M	Amount (1) 9,372	A \$ 0	22,141	D
Common Stock	11/01/2018		S	1,900	D \$ (2) 175.3932	20,241	D
Common Stock	11/01/2018		S	1,408	D \$ (3) 176.9353	18,833	D
Common Stock	11/01/2018		S	3,712	D \$ (4) 177.9046	15,121	D

Edgar Filing: Rogers Scot Frazier - Form 4

Common					\$		
Stock	11/01/2018	S	6,537	D	178.8592	8,584	D
					<u>(5)</u>		

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.

SEC 1474
(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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Restricted Stock Unit <u>(6)</u>	\$ 0	11/01/2018		M			255	<u>(7)</u> <u>(8)</u> Common Stock 255
Restricted Stock Unit <u>(6)</u>	\$ 0	11/01/2018		M			205	<u>(9)</u> <u>(8)</u> Common Stock 205
Restricted Stock Unit <u>(6)</u>	\$ 0	11/01/2018		M			565	<u>(10)</u> <u>(8)</u> Common Stock 565
Restricted Stock Unit <u>(6)</u>	\$ 0	11/01/2018		M			544	<u>(11)</u> <u>(8)</u> Common Stock 544
Restricted Stock Unit <u>(6)</u>	\$ 0	11/01/2018		M			7,301	<u>(12)</u> <u>(8)</u> Common Stock 7,301
Restricted Stock Unit <u>(6)</u>	\$ 0	11/01/2018		M			502	<u>(13)</u> <u>(8)</u> Common Stock 502
Restricted Stock Unit <u>(6)</u> <u>(14)</u>	\$ 0	11/01/2018		A			5,026	<u>(15)</u> <u>(8)</u> Common Stock 5,026

Signatures

11/05/2018

****Signature of
Reporting Person**

Date _____

Explanation of Responses:

- ## Reporting Owners

Edgar Filing: Rogers Scot Frazier - Form 4

This November 1, 2016 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2017.

Concurrent with the award of 5,026 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 5,026 Performance RSUs over the vesting period; the actual number of Performance RSUs received

(14) may be more or less depending on whether and to the extent that performance is greater than or less than targets. The Performance RSUs vests over a three-year period in three equal annual installments. 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 the Board of Directors determines that the performance targets have been achieved.

- (15) This November 1, 2018 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2019.

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.