

PROOFPOINT INC
Form 4
May 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
Meritech Management Associates II L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE 350,

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2013

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 (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 | 04/29/2013 | | S | | 96,770 | D | \$ 18.6 (1) |
| | | | | | | | 2,923,962 |
| Common Stock | 04/29/2013 | | S | | 2,490 | D | \$ 18.6 (1) |
| | | | | | | | 75,236 |
| Common Stock | 04/29/2013 | | S | | 740 | D | \$ 18.6 (1) |
| | | | | | | | 22,359 |
| Common Stock | 04/30/2013 | | S | | 3,924 | D | \$ 18.5 |
| | | | | | | | 2,920,038 |

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| | | | | | | | | |
|--------------|------------|---|-----|---|---------|--------|---|-------------------------|
| Common Stock | 04/30/2013 | S | 101 | D | \$ 18.5 | 75,135 | I | See footnote <u>(3)</u> |
| Common Stock | 04/30/2013 | S | 30 | D | \$ 18.5 | 22,329 | I | See footnote <u>(4)</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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Meritech Management Associates II L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | | X | | |
| Meritech Capital Associates II L.L.C. 245 LYTTON AVENUE, SUITE 350 SUITE 200 PALO ALTO, CA 94301 | | X | | |
| MERITECH CAPITAL PARTNERS II LP 245 LYTTON AVENUE, SUITE 350 SUITE 200 PALO ALTO, CA 94301 | | X | | |
| MERITECH CAPITAL AFFILIATES II LP 245 LYTTON AVENUE, SUITE 350 SUITE 200 | | X | | |

PALO ALTO, CA 94301

MCP ENTREPRENEUR PARTNERS II LP
 245 LYTTON AVENUE, SUITE 350 X
 SUITE 200
 PALO ALTO, CA 94301

MADERA PAUL S
 245 LYTTON AVENUE, SUITE 350 X
 PALO ALTO, CA 94301

GORDON MICHAEL B
 245 LYTTON AVENUE, SUITE 350 X
 PALO ALTO, CA 94301

Signatures

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C. 05/01/2013
 __Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the
 managing member of Meritech Capital Associates II L.L.C. 05/01/2013
 __Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the
 managing member of Meritech Capital Associates II L.L.C., the general partner of Meritech
 Capital Partners II L.P. 05/01/2013
 __Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the
 managing member of Meritech Capital Associates II L.L.C., the general partner of Meritech
 Capital Affiliates II L.P. 05/01/2013
 __Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates II L.L.C., the
 managing member of Meritech Capital Associates II L.L.C., the general partner of MCP
 Entrepreneur Partners II L.P. 05/01/2013
 __Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Paul S. Madera 05/01/2013
 __Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Michael B. Gordon 05/01/2013
 __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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$19.04, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.

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(2) The reported securities are held of record by Meritech Capital Partners II L.P. ("MCP II"). Meritech Capital Associates II L.L.C., the general partner of MCP II, has sole voting and dispositive power with respect to the securities held by MCP II. The managing member of Meritech Capital Associates II L.L.C. is Meritech Management Associates II L.L.C. Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., share voting and dispositive power with respect to the shares held by MCP II. Such persons and entities disclaim beneficial ownership of the securities held by MCP II except to the extent of any pecuniary interest therein.

(3) The reported securities are held of record by Meritech Capital Affiliates II L.P. ("MCA II"). Meritech Capital Associates II L.L.C., the general partner of MCA II, has sole voting and dispositive power with respect to the securities held by MCA II. The managing member of Meritech Capital Associates II L.L.C. is Meritech Management Associates II L.L.C. Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., share voting and dispositive power with respect to the shares held by MCA II. Such persons and entities disclaim beneficial ownership of the securities held by MCA II except to the extent of any pecuniary interest therein.

(4) The reported securities are held of record by MCP Entrepreneur Partners II L.P. ("MCPEP II"). Meritech Capital Associates II L.L.C., the general partner of MCPEP II, has sole voting and dispositive power with respect to the securities held by MCPEP II. The managing member of Meritech Capital Associates II L.L.C. is Meritech Management Associates II L.L.C. Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., share voting and dispositive power with respect to the shares held by MCPEP II. Such persons and entities disclaim beneficial ownership of the securities held by MCPEP II except to the extent of any pecuniary interest therein.

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.