

SOURCEFIRE INC
Form 4
March 15, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEW ENTERPRISE ASSOCIATES
10 L P

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOURCEFIRE INC [FIRE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2007

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)
Common Stock	03/14/2007		C	V	Amount 3,209,560 Price \$ 0 (1)	A	D (2)

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

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SEC 1474
(9-02)

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. 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 Number Shares
Series B Convertible Preferred Stock	\$ 0 ⁽¹⁾	03/14/2007		C		3,761,059	⁽¹⁾ ⁽¹⁾	Common Stock	2,315,
Series C Convertible Preferred Stock	\$ 0 ⁽¹⁾	03/14/2007		C		935,809	⁽¹⁾ ⁽¹⁾	Common Stock	576,2
Series D Convertible Preferred Stock	\$ 0 ⁽¹⁾	03/14/2007		C		515,490	⁽¹⁾ ⁽¹⁾	Common Stock	317,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEW ENTERPRISE ASSOCIATES 10 L P 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
NEA PARTNERS 10 L P 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
BARRIS PETER J 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
BARRETT M JAMES 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
KRAMLICH C RICHARD 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
NEWHALL CHARLES W III 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
PERRY MARK W		X		

1119 ST. PAUL STREET
BALTIMORE, MD 21202

SANDELL SCOTT D
1119 ST. PAUL STREET
BALTIMORE, MD 21202

X

TRAINOR III EUGENE A
1119 ST. PAUL STREET
BALTIMORE, MD 21202

X

Signatures

/s/ Louis S. Citron,
attorney-in-fact

03/15/2007

**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) Each share of Series B, Series C and Series D Preferred Stock converted automatically into approximately 0.6158 shares of Common Stock immediately upon the closing of the Issuer's initial public offering.

The shares are directly held by New Enterprise Associates 10, Limited Partnership ("NEA 10") and indirectly held by NEA Partners 10, Limited Partnership ("NEA Partners 10"), the sole general partner of NEA 10, and the individual general partners of NEA Partners 10 (NEA Partners 10 and their general partners together, the "Indirect Reporting Persons"). The general partners of NEA Partners 10 are
- (2) Peter Barris, M. James Barrett, C. Richard Kramlich, Charles W. Newhall, III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor, III. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 10 shares in which the Indirect Reporting Persons have no actual pecuniary interest therein.

Remarks:

In addition, NEA Ventures 2003, L.P. owns 7,985 shares of Common Stock of the Issuer. The Reporting Persons do not have

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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