

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

**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)
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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.