

PROOFPOINT INC
Form SC 13G
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __)*

Proofpoint, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

743424103
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 15

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1 NAME OF REPORTING PERSON Benchmark Capital Partners IV, L.P. ("BCP IV")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
 2,745,136 shares, except that Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the general partner of BCP IV, may be deemed to have sole power to vote these shares, and Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"), the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

2,745,136 shares, except that BCMC IV, the general partner of BCP IV, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,745,136

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 743424103 13 G Page 3 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV, L.P. ("BFF IV")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SOLE VOTING POWER

5 786,756 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 786,756 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

786,756

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 743424103 13 G Page 4 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER

102,672 shares, except that BCMC IV, the general partner of BFF IV-A, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

102,672 shares, except that BCMC IV, the general partner of BFF IV-A may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

102,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER

30,562 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

30,562 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

30,562

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 743424103 13 G Page 6 of 16

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. IV, L.L.C.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. 5 BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. 7 BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.4%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 743424103 13 G Page 7 of 16

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

5 SOLE VOTING POWER
 NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 13.4%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 743424103 13 G Page 8 of 16

1 NAME OF REPORTING PERSON J. William Gurley
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 NUMBER OF SHARES 0 shares

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 13.4%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 743424103 13 G Page 9 of 16

1 NAME OF REPORTING PERSON Kevin R. Harvey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 NUMBER OF SHARES 0 shares

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares
 8 SHARED DISPOSITIVE POWER
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 13.4%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 743424103 13 G Page 10 of 16

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 13.4%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 743424103 13 G Page 11 of 16

1 NAME OF REPORTING PERSON Steven M. Spurlock
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

SHARED DISPOSITIVE POWER

8 4,260,650 shares, of which 2,745,136 are directly owned by BCP IV, 786,756 are directly owned by BFF IV, 102,672 are directly owned by BFF IV-A, 30,562 are directly owned by BFF IV-B and 595,524 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.4%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 743424103 13 G Page 12 of 16

ITEM 1(A). NAME OF ISSUER

Proofpoint, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

892 Ross Drive
Sunnyvale, CA 94089

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership ("BCP IV"), Benchmark Founders' Fund IV, L.P., a Delaware limited partnership ("BFF IV"), Benchmark Founders' Fund IV-A, L.P., a Delaware limited partnership ("BFF IV-A"), Benchmark Founders' Fund IV-B, L.P., a Delaware limited partnership ("BFF IV-B"), Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company ("BCMC IV"), and Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A and BFF IV-B. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A and BFF IV-B.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Benchmark Capital
2480 Sand Hill Road, Suite 200
Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP

BCP IV, BFF IV, BFF IV-A and BFF IV-B are Delaware limited partnerships. BCMC IV is a Delaware limited liability company. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 743424103

ITEM
3. Not Applicable.

ITEM
4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 743424103 13 G Page 13 of 16

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and the limited liability company agreement of BCMC IV, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

7.

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

8.

Not applicable.

ITEM NOTICE OF DISSOLUTION OF GROUP.

9.

Not applicable.

ITEM CERTIFICATION.

10.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013

BENCHMARK CAPITAL PARTNERS IV, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a
Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV,
L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

BRUCE W. DUNLEVIE
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	16

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of Proofpoint, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2013

BENCHMARK CAPITAL PARTNERS IV, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a
Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV,
L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

BRUCE W. DUNLEVIE
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.