Robbins William T Form 4 February 07, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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response...

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Robbins William T			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	FireEye, Inc. [FEYE] 3. Date of Earliest Transaction	(Check all applicable)			
C/O FIREEYE,	, INC., 601	(Wildle)	(Month/Day/Year) 02/05/2019	Director 10% Owner Other (specify below) below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	EVP, WW Sales 6. Individual or Joint/Group Filing(Check Applicable Line)			
MILPITAS, CA		(TI.)		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	ly 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. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/05/2019		A	87,496 (1)	A	\$0	315,753	D	
Common Stock	02/05/2019		A	43,750 (2)	A	\$0	359,503	D	
Common Stock	02/05/2019		A	112,500 ₍₃₎	A	\$0	472,003	D	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Robbins William T C/O FIREEYE, INC. 601 MCCARTHY BLVD. MILPITAS, CA 95035

EVP, WW Sales

Signatures

Louise Carbone, Attorney-in-Fact

**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).
- Represents shares underlying restricted stock units ("RSUs") paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to one-fourth of the underlying shares on February 15, 2019, and with respect to an additional one-fourth of the underlying shares on each of the three anniversaries thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- (2) Represents shares underlying restricted stock units ("RSUs"), paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest in full on February 15, 2019, subject to the Reporting Person's continued service through such date.
- Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest with respect to one-fourth of the underlying shares on (3) February 15, 2020, and with respect to an additional one-sixteenth of the underlying shares in each of the twelve quarters thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.

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.

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