

F5 NETWORKS INC  
Form 4  
May 03, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Rogers Scot Frazier

(Last) (First) (Middle)

C/O F5 NETWORKS, INC., 401  
ELLIOTT AVE. WEST

(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/01/2017		S		\$ 2,202	D	
					(1) 127.6469		
Common Stock	05/01/2017		S		\$ 100	D	
					(2) 128.66		
Common Stock	05/01/2017		S		\$ 100	D	
					(2) 130.05		

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Owned Following Reporting 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
Rogers Scot Frazier C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119			EVP and General Counsel	

## Signatures

Scot F. Rogers                      05/03/2017  
 \_\_Signature of                      Date  
 Reporting Person

## 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) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$127.26 to \$128.06. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (2) This transaction was executed pursuant to a Rule 10b5-1 trading plan.

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. style="font-weight: bold; font-size: 13px"> 3. Details of person subject to the notification obligation

Name  
 BlackRock, Inc.  
 City and country of registered office (if applicable)

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Wilmington, DE, USA

4. Full name of shareholder(s) (if different from 3.)  
Name

City and country of registered office (if applicable)

5. Date on which the threshold was crossed or reachedvi:

09/02/2018

6. Date on which issuer notified (DD/MM/YYYY):

12/02/2018

7. Total positions of person(s) subject to the notification obligation

% of voting rights attached to shares (total of 8. A)

% of voting rights through financial instruments(total of 8.B 1 + 8.B 2)

Total of both in % (8.A + 8.B)

Total number of voting rights of issuervi

Resulting situation on the date on which threshold was crossed or reached

2.93%

3.79%

6.72%

19,936,238,835

Position of previous notification (if applicable)

5.44%

1.31%

6.75%

8. Notified details of the resulting situation on the date on which the threshold was crossed or reachedviii

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights <sup>ix</sup>		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
GB0007980591		584,495,374		2.93%
<b>SUBTOTAL 8. A</b>		<b>584,495,374</b>		<b>2.93%</b>

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/Conversion Period <sup>xi</sup>	Number of voting rights that may be	% of voting rights
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Explanation of Responses:

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	acquired if the instrument is exercised/converted.	
Securities Lending	646,920,796	3.24%
American Depository Receipt	26,773,602	0.13%
	<b>SUBTOTAL 8. B</b>	
	<b>1</b>	<b>673,694,398</b>
		<b>3.37%</b>

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))

Type of financial instrument	Expiration date x	Exercise/Conversion Period xi	Physical or cash settlement xii	Number of voting rights xiii	% of voting rights
CFD			Cash	4,954,738	0.02%
Equity Linked Note	23/02/2018	23/02/2018	Cash	354,700	0.00%
Equity Linked Note	03/04/2018	03/04/2018	Cash	362,000	0.00%
Physically Settled Put Option (US0556221044)	18/01/2019		Physical	38,216,280	0.19%
Physically Settled Call Option (US0556221044)	18/01/2019		Physical	38,216,280	0.19%
			<b>SUBTOTAL</b>	<b>82,103,998</b>	<b>0.41%</b>
			<b>8.B.2</b>		

9. Information in relation to the person subject to the notification obligation (please mark the applicable box with an "X")

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer xiii

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity xiv (please add additional rows as necessary) X

Name xv	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
See Attachment			

10. In case of proxy voting, please identify:

Name of the proxy holder

The number and % of voting rights held

The date until which the voting rights will be held

11. Additional information xvi

BlackRock Regulatory Threshold Reporting Team Jana Blumenstein  
020 7743 3650

Explanation of Responses:

Place of completion 12 Throgmorton Avenue, London, EC2N 2DL, U.K.

Date of completion 12 February, 2018

Section 9 Attachment

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
BlackRock, Inc. BlackRock Holdco 2, Inc. BlackRock Financial Management, Inc.			
BlackRock, Inc. BlackRock Holdco 2, Inc. BlackRock Financial Management, Inc. BlackRock Holdco 4, LLC BlackRock Holdco 6, LLC BlackRock Delaware Holdings Inc. BlackRock Fund Advisors			
BlackRock, Inc. BlackRock Holdco 2, Inc. BlackRock Financial Management, Inc. BlackRock International Holdings, Inc. BR Jersey International Holdings L.P. BlackRock Australia Holdco Pty. Ltd. BlackRock Investment Management (Australia) Limited			
BlackRock, Inc. BlackRock Holdco 2, Inc.			

Explanation of Responses:

BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Group  
Limited  
BlackRock Investment  
Management (UK)  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock Capital  
Holdings, Inc.  
BlackRock Advisors,  
LLC

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock (Singapore)  
Holdco Pte. Ltd.  
BlackRock HK Holdco  
Limited  
BlackRock Asset  
Management North Asia  
Limited

BlackRock, Inc.  
BlackRock Holdco 2, Inc.  
BlackRock Financial  
Management, Inc.  
BlackRock International  
Holdings, Inc.  
BR Jersey International  
Holdings L.P.  
BlackRock Group  
Limited  
BlackRock Advisors  
(UK) Limited

BlackRock, Inc.

Explanation of Responses:

Trident Merger, LLC  
BlackRock Investment  
Management, LLC

BlackRock, Inc.  
BlackRock Holdco 2, Inc.