

Auvil Paul R. III  
 Form 4  
 February 05, 2019

**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 \*  
 Auvil Paul R. III

(Last) (First) (Middle)  
 C/O PROOFPOINT, INC., 892  
 ROSS DRIVE  
 (Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PROOFPOINT INC [PFPT]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/01/2019

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)  
 Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/01/2019                           |  | M <sup>(1)</sup>               |   | 4,250   | A  | \$ 0                              |
| Common Stock                    | 02/01/2019                           |  | M <sup>(2)</sup>               |   | 4,000   | A  | \$ 0                              |
| Common Stock                    | 02/01/2019                           |  | M <sup>(3)</sup>               |   | 5,000   | A  | \$ 0                              |
| Common Stock                    | 02/01/2019                           |  | M <sup>(4)</sup>               |   | 4,150   | A  | \$ 0                              |
| Common Stock                    | 02/01/2019                           |  | F <sup>(5)</sup>               |   | 7,367   | D  | \$ 114.51                         |
|                                 |                                      |  |                                |   |   |  | 63,747                            |
|                                 |                                      |  |                                |   |   |  | 67,747                            |
|                                 |                                      |  |                                |   |   |  | 72,747                            |
|                                 |                                      |  |                                |   |   |  | 76,897                            |
|                                 |                                      |  |                                |   |   |  | 69,530                            |

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|              |            |                  |       |   |           |         |   |                 |
|--------------|------------|------------------|-------|---|-----------|---------|---|-----------------|
| Common Stock | 02/02/2019 | M <sup>(6)</sup> | 1,875 | A | \$ 0      | 71,405  | D |                 |
| Common Stock | 02/02/2019 | M <sup>(6)</sup> | 1,875 | A | \$ 0      | 73,280  | D |                 |
| Common Stock | 02/02/2019 | F <sup>(5)</sup> | 1,860 | D | \$ 114.51 | 71,420  | D |                 |
| Common Stock |            |                  |       |   |           | 411,398 | I | By family trust |

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

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(9-02)

**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. Pr Deri Secu (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                            | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 <sup>(7)</sup>                                    | 02/01/2019                           |  | M <sup>(1)</sup>               | 4,250   | <sup>(8)</sup>   | <sup>(8)</sup>  | Common Stock                     | 4,250                      |
| Restricted Stock Units                     | \$ 0 <sup>(7)</sup>                                    | 02/01/2019                           |  | M <sup>(2)</sup>               | 4,000   | <sup>(9)</sup>   | <sup>(9)</sup>  | Common Stock                     | 4,000                      |
| Restricted Stock Units                     | \$ 0 <sup>(7)</sup>                                    | 02/01/2019                           |  | M <sup>(3)</sup>               | 5,000   | <sup>(10)</sup>  | <sup>(10)</sup>   | Common Stock                     | 5,000                      |
| Restricted Stock Units                     | \$ 0 <sup>(7)</sup>                                    | 02/01/2019                           |  | M <sup>(4)</sup>               | 4,150   | <sup>(11)</sup>  | <sup>(11)</sup>   | Common Stock                     | 4,150                      |
| Restricted Stock Units                     | \$ 0 <sup>(7)</sup>                                    | 02/02/2019                           |  | M <sup>(6)</sup>               | 1,875   | <sup>(12)</sup>  | <sup>(12)</sup>   | Common Stock                     | 1,875                      |
|  | \$ 0 <sup>(7)</sup>                                    | 02/02/2019                           |  | M <sup>(6)</sup>               | 1,875   | <sup>(12)</sup>  | <sup>(12)</sup>   |                                  | 1,875                      |

Restricted  
Stock  
Units

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Auvil Paul R. III<br>C/O PROOFPOINT, INC.<br>892 ROSS DRIVE<br>SUNNYVALE, CA 94089 |               |           | Chief<br>Financial<br>Officer |       |

## Signatures

/s/ Paul R. Auvil III by Michael Yang,  
Attorney-In-Fact

02/05/2019

\_\_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) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on March 24, 2015.
- (2) Vesting of RSUs granted to the Reporting Person on March 29, 2016.
- (3) Vesting of RSUs granted to the Reporting Person on February 2, 2017.
- (4) Vesting of RSUs granted to the Reporting Person on March 19, 2018.

- Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (5) Vesting of performance-based RSUs earned by the Reporting Person on June 1, 2018 as a result of the Reporting Person having met certain performance criteria.
  - (6) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
  - (7) The RSUs vest as to 1/4th of the total number of shares on February 1, 2016 and thereafter will vest as to 1/4th 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.
  - (8) The RSUs vest as to 1/4th of the total number of shares on February 1, 2017 and thereafter will vest as to 1/4th 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.
  - (9) The RSUs vest as to 1/4th of the total number of shares on February 1, 2018 and thereafter will vest as to 1/4th 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.
  - (10) The RSUs will vest as to 1/4th of the total number of shares on February 1, 2019 and thereafter will vest as to 1/4th 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.
  - (11) The RSUs vested as to 5/16th of the total number of shares on June 1, 2018; 3/16th of the total number of shares on February 2, 2019; and thereafter will vest as to 1/4th of the total number of shares in equal annual installments beginning on February 2, 2020. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
  - (12)

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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