

Mandia Kevin R.  
Form 4  
February 07, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
Mandia Kevin R.

(Last) (First) (Middle)  
C/O FIREEYE, INC., 601  
MCCARTHY BLVD  
(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FireEye, Inc. [FEYE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2019

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 Executive 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	02/05/2019		A		175,000 <u>(1)</u>	A	\$ 0 3,273,942 D
Common Stock	02/05/2019		A		187,500 <u>(2)</u>	A	\$ 0 3,461,442 D
Common Stock							340,691 I See footnote (3)
Common Stock							144,185 I See footnote (4)

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

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

Table with columns: 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 Beneficially Owned (Instr. 6).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Mandia Kevin R., C/O FIREEYE, INC., 601 MCCARTHY BLVD, MILPITAS, CA 95035, X, Chief Executive Officer.

Signatures

Louise Carbone, Attorney-in-Fact, 02/07/2019. \*\*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) 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"). The RSUs will vest with respect to one-fourth of the underlying shares on 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.

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- Shares held of record by the Kevin R. Mandia 2011 Irrevocable Trust Dated July 29, 2011 (the "Irrevocable Trust"). The Reporting
- (3) Person's spouse, as trustee, has shared voting and investment power with respect to the shares held of record by the Irrevocable Trust. The Reporting Person disclaims beneficial ownership of such shares.

- Shares held of record by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of the shares held by his
- (4) spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purpose of Section 16 or for any other reason.

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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