FireEye, Inc.
Form 4
August 18, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAQUE PROMOD

(Last) (First) (Middle)

525 UNIVERSITY AVENUE, SUITE 800

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	08/14/2014		J		971,277	D	$ 0 (1)	693,673 (2)	I	By Partnerships (2)
Common Stock								138,476 (2)	D	
Common Stock	08/14/2014		J		5,580,840	D	$ 0 (3)	4,129,088 (4)	I	By Limited Partnerships (4)
Common Stock								766,998 (4)	D	
								6,310 (5)	D	

Common Stock

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
HAQUE PROMOD 525 UNIVERSITY AVENUE, SUITE 800 PALO ALTO, CA 94301	X			

Signatures

/s/ Kurt Betcher, Attorney-In-Fact	08/18/2014
**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) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners VIII, LP ("NVP VIII") to its limited and general partners.

(2) The NVP VIII distribution resulted in a change in the form of beneficial ownership so that following the distribution 69,318 additional shares were beneficially owned by Promod Haque directly; 69,291 additional shares were beneficially owned by Haque Family Partners, of which Mr. Haque is a partner; and 554,943 shares continue to be held of record by NVP VIII. By virtue of his position as co-Chief

Executive Officer of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Mr. Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

(3) Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners IX, LP ("NVP IX") to its limited and general partners.

(4) The NVP IX distribution resulted in a change in the form of beneficial ownership so that following the distribution 388,237 additional shares were beneficially owned by Promod Haque directly; 4,620 additional shares were beneficially owned by Haque Family Partners, of which Mr. Haque is a partner; 328,452 additional shares were beneficially owned by Haque Family Partners II, of which Mr. Haque is a partner; 122,226 additional shares were beneficially owned by Haque 2012 Dynasty Trust, of which Mr. Haque is a trustee; and 3,212,187 shares continue to be held of record by NVP IX. By virtue of his position as co-Chief Executive Officer of NVP Associates, the managing member of the general partner of NVP IX, Mr. Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.

(5) Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest in full on the earlier of (i) the day prior to the Issuer's next annual meeting of stockholders held after the date of grant or (ii) the first anniversary of the date of grant, 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.
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