FireEye, Inc.
Form 4
May 27, 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 *
SC XI MANAGEMENT LLC

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	05/23/2014		J(1)		2,844,175	D	(1)	10,428,642	I	By Sequoia Capital XI, L.P. (2)
Common Stock	05/23/2014		J(1)		89,841	D	(1)	329,417	I	By Sequoia Technology Partners XI, LP (3)
Common Stock	05/23/2014		J(1)		309,346	D	(1)	1,134,266	I	By Sequoia Capital XI Principals Fund, LLC (4)

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

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SEC 1474 (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. 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
SC XI MANAGEMENT LLC 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XI 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA TECHNOLOGY PARTNERS XI 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XI PRINCIPALS FUND 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		

Signatures

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC — 05/27/2014

**Signature of Reporting Person — Date

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC, the General Partner of Sequoia Capital XI, LP — 05/27/2014

**Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC, the General Partner of Sequoia Technology Partners XI, LP	05/27/2014
**Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XI Management, LLC, the Managing Member of Sequoia Capital XI Principals Fund, LLC	05/27/2014
**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) Represents a pro rata in-kind distribution of Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

(2) Shares held directly by Sequoia Capital XI, LP ("SC XI"). SC XI Management, LLC ("SC XI LLC"), the general partner of SC XI, may be deemed to share voting and dispositive power with respect to the shares held by SC XI. Each of these entities disclaims beneficial ownership of the securities held by SC XI except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) Shares held directly by Sequoia Technology Partners XI, LP ("STP XI"). SC XI LLC, the general partner of STP XI, may be deemed to share voting and dispositive power with respect to the shares held by STP XI. Each of these entities disclaims beneficial ownership of the securities held by STP XI except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(4) Shares held directly by Sequoia Capital XI Principals Fund, LLC ("SC XI PF"). SC XI LLC, the managing member of SC XI PF, may be deemed to share voting and dispositive power with respect to the shares held by SC XI PF. Each of these entities disclaims beneficial ownership of the securities held by SC XI PF except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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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