

Kearny Ryan C.
Form 4
February 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Kearny Ryan C.

(Last) (First) (Middle)
C/O F5 NETWORKS, INC., 401
ELLIOTT AVE. W.

(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)
02/01/2018

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)
CTO& EVP, Product & Technology

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 (A) or (D) Price | | |
| Common Stock | 02/01/2018 | | M | | 9,051 (1) | A | \$ 0 10,945 D |
| Common Stock | 02/01/2018 | | S | | 2,900 | D | \$ 144.2455 8,045 D (2) |
| Common Stock | 02/01/2018 | | S | | 4,518 | D | \$ 145.2179 3,527 D (3) |
| Common Stock | 02/01/2018 | | S | | 100 | D | \$ 145.77 3,427 D (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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(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 Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit <u>(5)</u> | \$ 0 | 02/01/2018 | | M | 8,321 | <u>(6)</u> | <u>(7)</u> | Common Stock | 8,321 |
| Restricted Stock Unit <u>(5)</u> | \$ 0 | 02/01/2018 | | M | 342 | <u>(8)</u> | <u>(7)</u> | Common Stock | 342 |
| Restricted Stock Unit <u>(5)</u> | \$ 0 | 02/01/2018 | | M | 388 | <u>(9)</u> | <u>(7)</u> | Common Stock | 388 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kearny Ryan C. C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. W. SEATTLE, WA 98119 | | | CTO& EVP, Product & Technology | |

Signatures

/s/ Greg Davis by Power of Attorney
02/05/2018

**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 acquired upon vesting of the December 10, 2014, November 1, 2016 and November 1, 2017 awards of service-based Restricted Stock Units.

This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$143.66 to \$144.65. 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, in multiple trades at prices ranging from \$144.69 to \$145.66. 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.
- (3) This transaction was executed pursuant to a Rule 10b5-1 trading plan.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (5) This December 10, 2014 award of service-based Restricted Stock Units vests in full on February 1, 2018.
- (6) If the reporting person continues to provide services to the Company through the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date
- (7) This November 1, 2016 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2017.
- (8) The November 1, 2017 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2018.
- (9)

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.