**Knight David** Form 4 March 25, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB** Number:

3235-0287

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**OMB APPROVAL** 

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**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

1(b).

(Print or Type Responses)

(Ctota)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Knight David** Issuer Symbol PROOFPOINT INC [PFPT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ \_\_ Other (specify C/O PROOFPOINT, INC., 892 03/24/2019 below) **ROSS DRIVE** EVP/GM, Threat Sys Product Grp (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089 Person

(City)	(State)	Table Table	e I - Non-D	erivative (	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly 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)	(Instr. 3,	(A) or	d of (D) 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)
Common Stock	03/24/2019		Code V $M_{\underline{(1)}}$	Amount 1,250	(D)	Price \$ 0	17,952	D	
Common Stock	03/24/2019		M(2)	1,250	A	\$ 0	19,202	D	
Common Stock	03/24/2019		F(3)	1,240	D	\$ 119.9	17,962	D	

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

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SEC 1474 (9-02)

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#### number.

# 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)	3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (4)	03/24/2019		M <u>(1)</u>		1,250	<u>(5)</u>	<u>(5)</u>	Common Stock	1,250	9
Restricted Stock Units	\$ 0 (4)	03/24/2019		M(2)		1,250	<u>(6)</u>	<u>(6)</u>	Common Stock	1,250	9

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Knight David C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089

EVP/GM, Threat Sys Product Grp

### **Signatures**

/s/ David Knight By Michael Yang, Attorney-In-Fact

03/25/2019

\*\*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") earned by the Reporting Person on June 21, 2016 as a result of the Reporting Person having met certain performance criteria.
- (2) Vesting of RSUs earned by the Reporting Person on May 1, 2017 as a result of the Reporting Person having met certain performance
- (3) 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

Reporting Owners 2

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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.

- (4) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- The RSUs vest as to 1/4th of the total number of shares on June 21, 2016 and thereafter will vest as to 1/4th of the total number of shares (5) in equal annual installments beginning on March 24, 2017. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- The RSUs vest as to 1/2 of the total number of shares on May 1, 2017 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments beginning on March 24, 2018. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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.