

PROOFPOINT INC
Form 4
May 03, 2013

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 *
**BENCHMARK CAPITAL
MANAGEMENT CO IV LLC**

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE
200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROOFPOINT INC [PFPT]

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

05/01/2013

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)

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)
				(A) or (D) Price			
Common Stock	05/01/2013		J(6)	644,300 D \$ 0	2,100,836	I	See footnote (1)
Common Stock	05/01/2013		J(6)	184,657 D \$ 0	602,099	I	See footnote (2)
Common Stock	05/01/2013		J(6)	24,096 D \$ 0	78,576	I	See footnote (3)
Common Stock	05/01/2013		J(6)	7,173 D \$ 0	23,389	I	See footnote

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									(4)
Common Stock	05/01/2013		<u>J(6)</u>	33,515	A	\$ 0	33,515	I	See footnote (7)
Common Stock	05/01/2013		<u>J(6)</u>	7,660	A	\$ 0	7,660	I	See footnote (8)
Common Stock	05/01/2013		<u>J(6)</u>	33,515	A	\$ 0	33,515	I	See footnote (9)
Common Stock	05/01/2013		<u>J(6)</u>	7,339	A	\$ 0	7,339	I	See footnote (10)
Common Stock	05/01/2013		<u>J(6)</u>	1,573	A	\$ 0	1,573	I	See footnote (11)
Common Stock	05/01/2013		<u>J(6)</u>	1,000,000	D	\$ 0	3,260,650	I	See footnote (5)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENCHMARK CAPITAL MANAGEMENT CO IV LLC 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X	X		
BENCHMARK CAPITAL PARTNERS IV LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				X
BENCHMARK FOUNDERS FUND IV LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				X
BENCHMARK FOUNDERS FUND IV A LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				X
BENCHMARK FOUNDERS FUND IV-B LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				X
DUNLEVIE BRUCE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				X
GURLEY J WILLIAM 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025				X
HARVEY KEVIN 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X	X		
KAGLE ROBERT 2480 SAND HILL ROAD MENLO PARK, CA 94025				X
SPURLOCK STEVEN M 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025				X

Signatures

/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C.	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Capital Partners IV, L.P.	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Founders' Fund IV, L.P.	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Founders' Fund IV-A, L.P.	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, L.L.C., the General Partner of Benchmark Founders' Fund IV-B, L.P.	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for J. William Gurley	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Kevin R. Harvey	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle	05/02/2013
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock	05/02/2013
**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 are owned directly by Benchmark Capital Partners IV, L.P. ("BCP IV").
- (2) Shares are owned directly by Benchmark Founders' Fund IV, L.P. ("BFF IV").
- (3) Shares are owned directly by Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A").
- (4) Shares are owned directly by Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B").
- (5) Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the Designated Filer and general partner of each of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have had the sole voting and dispositive power over the 1,000,000 shares of the Issuer's Common Stock being distributed by BCP IV and its affiliated funds (the "Benchmark IV Funds") and may be deemed to have the sole voting and dispositive power over the 3,260,650 shares of the Issuer's Common Stock held by the Benchmark IV Funds. BCMC IV and each of its managing members disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC IV and its managing members is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- (6) Represents a pro-rata, in-kind distribution by BCMC IV and the Benchmark IV Funds, without additional consideration, to their respective partners, members and assignees.

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- (7) Shares are owned directly by Bruce W. Dunlevie's family trust.
- (8) Shares are owned directly by J. William Gurley.
- (9) Shares are owned directly by Kevin R. Harvey's family trust.
- (10) Shares are owned directly by Robert C. Kagle.
- (11) Shares are owned directly by Steven M. Spurlock's family trust.

Remarks:

Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock are the managing members

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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