

FireEye, Inc.
Form 4
February 12, 2015

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 *
SHERIDAN MICHAEL J

(Last) (First) (Middle)
**C/O FIREEYE, INC., 1440
MCCARTHY BLVD.**

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2015

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)
SVP & Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/29/2014 | | G | V 2,000 D \$ 0 | 1,131,568 ⁽¹⁾ | D | |
| Common Stock | 04/29/2014 | | G | V 500 A \$ 0 | 3,000 | I | See footnote ⁽²⁾ |
| Common Stock | 04/29/2014 | | G | V 500 A \$ 0 | 3,000 | I | See footnote ⁽²⁾ |
| Common Stock | 04/29/2014 | | G | V 500 A \$ 0 | 1,500 | I | See footnote ⁽²⁾ |
| Common Stock | 02/10/2015 | | A | <u>21,525</u> ⁽³⁾ A \$ 0 | 1,153,093 | D | |

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Represents shares underlying restricted stock units ("RSUs"), paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest in full on February 15, 2017, subject to the Reporting Person's continued service through such date.

- Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest with respect to 50% of the underlying shares on (4) February 15, 2017, and with respect to an additional 50% of the underlying shares on February 15, 2018, 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. 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.