

FireEye, Inc.
Form 424B3
August 13, 2014
Filed Pursuant to Rule 424(b)(3)
Registration No. 333-195417

PROSPECTUS SUPPLEMENT NO. 2
To Prospectus dated May 12, 2014

13,282,316 Shares

COMMON STOCK

This Prospectus Supplement No. 2 (the “Prospectus Supplement”) supplements the prospectus dated May 12, 2014 filed with the Securities and Exchange Commission on May 13, 2014, as supplemented to date (the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (Registration Statement No. 333-195417). The Prospectus and this Prospectus Supplement relate to the disposition from time to time of up to 13,282,316 shares of our common stock, which are held or may be held by the selling stockholders named in the Prospectus. **WE ARE NOT SELLING ANY COMMON STOCK UNDER THE PROSPECTUS AND WILL NOT RECEIVE ANY OF THE PROCEEDS FROM THE SALE OF SHARES BY THE SELLING STOCKHOLDERS.**

This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered with this Prospectus Supplement. This Prospectus Supplement updates, amends and supplements the information included in the Prospectus. If there is any inconsistency between the information in the Prospectus and this Prospectus Supplement, you should rely on the information in this Prospectus Supplement.

This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements to it.

Quarterly Report on Form 10-Q

On August 13, 2014, we filed a Quarterly Report on Form 10-Q with the Securities and Exchange Commission. The text of such Form 10-Q is attached hereto.

We are an “emerging growth company” under the U.S. federal securities laws and are subject to reduced public company reporting requirements. Investing in our common stock involves risks. See “Risk Factors” beginning on page 5 of the Prospectus.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

August 13, 2014

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended June 30, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission File Number 001-36067

FireEye, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1548921
(I.R.S. Employer
Identification Number)

1440 McCarthy Blvd.
Milpitas, CA 95035
(408) 321-6300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's common stock outstanding as of July 31, 2014 was 148,936,749.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

FIREEYE, INC.

Condensed Consolidated Balance Sheets

(In thousands, except per share data)

(Unaudited)

| | June 30, 2014 | December 31, 2013 |
|--|--------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$171,620 | \$173,918 |
| Short-term investments | 292,874 | — |
| Accounts receivable | 108,039 | 95,772 |
| Inventories | 5,198 | 5,663 |
| Deferred tax assets, current portion | 21,712 | 14,584 |
| Prepaid expenses and other current assets | 31,879 | 25,230 |
| Total current assets | 631,322 | 315,167 |
| Property and equipment, net | 78,390 | 64,765 |
| Goodwill | 750,132 | 706,327 |
| Intangible assets, net | 284,793 | 281,377 |
| Deposits and other long-term assets | 10,035 | 8,677 |
| TOTAL ASSETS | \$1,754,672 | \$1,376,313 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$36,343 | \$34,128 |
| Accrued and other current liabilities | 23,273 | 17,677 |
| Accrued compensation | 52,728 | 41,625 |
| Deferred revenue, current portion | 136,808 | 110,535 |
| Total current liabilities | 249,152 | 203,965 |
| Deferred revenue, non-current portion | 95,199 | 76,979 |
| Deferred tax liabilities, non-current portion | 41,044 | 45,147 |
| Other long-term liabilities | 5,580 | 2,120 |
| Total liabilities | 390,975 | 328,211 |
| Commitments and contingencies (NOTE 8) | | |
| Stockholders' equity: | | |
| Common stock, par value of \$0.0001 per share; 1,000,000 shares authorized, 148,822 shares and 137,758 shares issued and outstanding as of June 30, 2014 and December 31, 2013, respectively | 15 | 14 |
| Additional paid-in capital | 1,805,328 | 1,271,590 |
| Accumulated other comprehensive loss | (110 |) — |
| Accumulated deficit | (441,536 |) (223,502 |
| Total stockholders' equity | 1,363,697 | 1,048,102 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$1,754,672 | \$1,376,313 |
| See accompanying notes to condensed consolidated financial statements. | | |

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FIREEYE, INC.

Condensed Consolidated Statements of Operations

(In thousands, except per share data)

(Unaudited)

| | Three Months Ended | | Six Months Ended | |
|---------------------------|--------------------|----------|------------------|----------|
| | June 30, | | June 30, | |
| | 2014 | 2013 | 2014 | 2013 |
| Revenue: | | | | |
| Product | \$37,683 | \$17,240 | \$61,935 | \$32,228 |
| Subscription and services | 56,806 | 15,982 | 106,534 | 29,410 |
| Total revenue | 94,489 | 33,222 | 168,469 | 61,638 |
| Cost of revenue: | | | | |