

Auvil Paul R. III  
 Form 4  
 March 27, 2018

**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 \*  
 Auvil Paul R. III

(Last) (First) (Middle)  
 C/O PROOFPOINT, INC., 892  
 ROSS DRIVE  
 (Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/24/2018

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)  
 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/24/2018		M <sup>(1)</sup>		2,750	A	\$ 0	111,365	D	
Common Stock	03/24/2018		M <sup>(2)</sup>		2,750	A	\$ 0	114,115	D	
Common Stock	03/24/2018		F <sup>(3)</sup>		2,728	D	\$ 115.75	111,387	D	
Common Stock								446,398	I	By family trust

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 or Value of Underlying Securities (Instr. 3 and 4)	9. Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(4)</sup>	03/24/2018		M <sup>(1)</sup>	2,750	<sup>(5)</sup> / <sup>(5)</sup>	Common Stock	2,750	\$
Restricted Stock Units	\$ 0 <sup>(4)</sup>	03/24/2018		M <sup>(2)</sup>	2,750	<sup>(6)</sup> / <sup>(6)</sup>	Common Stock	2,750	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Auvil Paul R. III C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			Chief Financial Officer	

## Signatures

/s/ Paul R. Auvil III by Michael Yang,  
Attorney-In-Fact

03/27/2018

         \*\*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) 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)

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Vesting of RSUs earned by the Reporting Person on May 1, 2017 as a result of the Reporting Person having met certain performance criteria.

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

(3) 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

(6) 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.

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