

F5 NETWORKS INC

Form 4

November 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCADAM JOHN

(Last) (First) (Middle)

C/O F5 NETWORKS, INC., 401
ELLIOTT AVE. WEST

(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2016

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)

President and CEO

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)
Common Stock	10/28/2016		A	(A) or (D) Amount (1) 5,739	\$ 0 39,421	D	
Common Stock	11/01/2016		M	(A) or (D) Amount (2) 11,159	\$ 0 50,580	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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units ⁽³⁾	\$ 0	10/28/2016		A	29,202	<u>(4)</u> <u>(5)</u>	Common Stock 29,202
Restricted Stock Units ⁽³⁾	\$ 0	11/01/2016		M	2,580	<u>(6)</u> <u>(5)</u>	Common Stock 2,580
Restricted Stock Units ⁽³⁾	\$ 0	11/01/2016		M	2,684	<u>(7)</u> <u>(5)</u>	Common Stock 2,684
Restricted Stock Units ⁽³⁾	\$ 0	11/01/2016		M	1,906	<u>(8)</u> <u>(5)</u>	Common Stock 1,906
Restricted Stock Units ⁽³⁾	\$ 0	11/01/2016		M	3,989	<u>(9)</u> <u>(5)</u>	Common Stock 3,989

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCADAM JOHN C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119	X President and CEO

Signatures

/s/ Scot F. Rogers by Power of Attorney
 11/01/2016
 **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 acquired based on performance targets for the February 1, 2016 award of Restricted Stock Units.

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- (2) Shares acquired upon vesting of the November 1, 2012, November 1, 2013, November 3, 2014 and February 1, 2016 awards of service-based Restricted Stock Units.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (4) This November 1, 2016 award of service-based Restricted Stock Units vests in four equal quarterly increments beginning February 1, 2017.
- (5) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (6) This November 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013.
- (7) This November 1, 2013 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2014.
- (8) This November 3, 2014 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2015.
- (9) This February 1, 2016 award of service-based Restricted Stock Units vests in four equal quarterly increments beginning May 1, 2016.

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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