

PROOFPOINT INC  
Form S-8  
March 14, 2014

As filed with the Securities and Exchange Commission on March 14, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER THE**  
**SECURITIES ACT OF 1933**

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**PROOFPOINT, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0414846**  
(I.R.S. Employer  
Identification Number)

**892 Ross Drive**  
**Sunnyvale, CA 94089**  
**(408) 517-4710**

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

**2012 Equity Incentive Plan**

**2012 Employee Stock Purchase Plan**

(Full title of the plans)

**Gary Steele**

**Chief Executive Officer**

**Proofpoint, Inc.**

**892 Ross Drive**

**Sunnyvale, CA 94089**

**(408) 517-4710**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Please send copies of all communications to:**

**Jeffrey R. Vetter, Esq.**

Fenwick & West LLP

801 California Street

Mountain View, CA 94041

(650) 988-8500

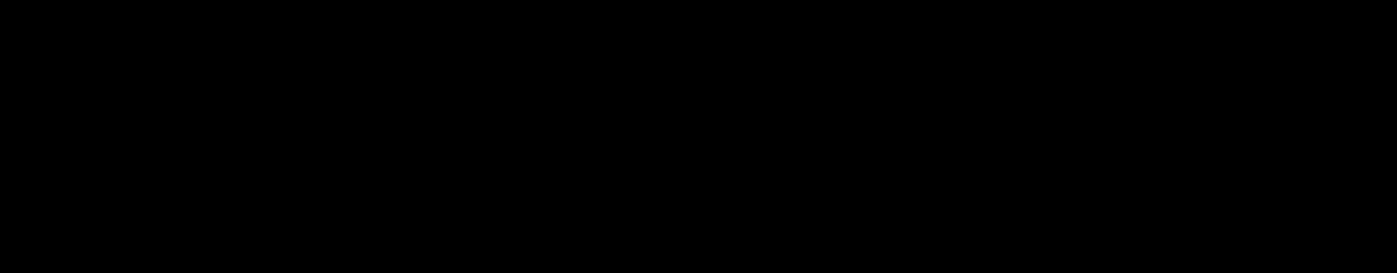
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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer   
Non-accelerated Filer   
(Do not check if a smaller reporting company)

Accelerated Filer   
Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**



(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Registrant's 2012 Equity Incentive Plan or 2012 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) using the average of the high and low prices for the Registrant's common stock as reported on The NASDAQ Global Select Market on March 10, 2014.

(3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) using the average of the high and low prices for the Registrant's common stock as reported on The NASDAQ Global Select Market on March 10, 2014, multiplied by 85%, which is the percentage of the price per share applicable to purchasers under the Registrant's 2012 Employee Stock Purchase Plan.

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**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, Proofpoint, Inc. (the Registrant) is filing this Registration Statement with the SEC to register 1,806,988 additional shares of Common Stock under the Registrant's 2012 Equity Incentive Plan and 361,397 additional shares of Common Stock under the Registrant's 2012 Employee Stock Purchase Plan, pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on April 20, 2012 (Registration No. 333-180839) and the Form S-8 filed with the Commission on March 15, 2013 (Registration No. 333-187321). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the Exchange Act ) are incorporated herein by reference:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Commission on March 14, 2014; and

(b) The description of the Registrant's common stock contained in the Registrant's registration statement on Form 8-A (Registration No. 001-35506) filed on April 13, 2012 under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement, except as to specific sections of such reports that are filed or deemed filed as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

**Item 8. Exhibits.**

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>Incorporated by Reference File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	<b>Filed Herewith</b>
4.01	Restated Certificate of Incorporation of the Registrant	S-1	333-178479	3.02	4/9/12	

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4.02	Restated Bylaws of the Registrant	S-1	333-178479	3.04	4/9/12	
4.03	Form of Registrant's common stock certificate	S-1	333-178479	4.01	4/9/12	
5.01	Opinion of Fenwick & West LLP					X
23.01	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
23.02	Consent of Fenwick & West LLP (contained in Exhibit 5.01)					X
24.01	Power of Attorney (included on the signature page to this Registration Statement)					X
99.1	2012 Equity Incentive Plan and form of grant agreements.	S-1	333-178479	10.03	4/9/12	
99.2	2012 Employee Stock Purchase Plan.	S-1	333-178479	10.04	4/9/12	

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 14th day of March, 2014.

**PROOFPOINT, INC.**

By: /s/ Gary Steele  
Gary Steele  
Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints Gary Steele and Paul Auvil, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Gary Steele Gary Steele	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 14, 2014
/s/ Paul Auvil Paul Auvil	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 14, 2014
/s/ Anthony Bettencourt Anthony Bettencourt	Director	March 14, 2014
/s/ Sydney Carey Sydney Carey	Director	March 14, 2014
/s/ Dana Even Dana Evan	Director	March 14, 2014

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/s/ Jonathan Feiber  
Jonathan Feiber

Director

March 14, 2014

/s/ Doug Garn  
Doug Garn

Director

March 14, 2014

II-2

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/s/ Eric Hahn  
Eric Hahn

Director

March 14, 2014

/s/ Kevin Harvey  
Kevin Harvey

Director

March 14, 2014

/s/ Philip Koen  
Philip Koen

Director

March 14, 2014

II-3

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**EXHIBIT INDEX**

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