

SCHOENDORF NANCY J
Form 4
May 20, 2013

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 *
MDV VII LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3000 SAND HILL ROAD, BLDG. 3,
SUITE 290

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2013

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

(Street)
MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ X Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/07/2013		J ⁽¹⁾		618,485	D	\$ 0
Common Stock	05/07/2013		J ⁽³⁾		58,875	D	\$ 0
Common Stock	05/14/2013		S		22,640	D	\$ 18.305 (4)
Common Stock	05/07/2013		J ⁽⁵⁾		1,699	A	\$ 0

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MDV VII LP 3000 SAND HILL ROAD, BLDG. 3, SUITE 290 MENLO PARK, CA 94025		X		
Seventh MDV Partners, L.L.C. 3000 SAND HILL ROAD, BLDG. 3, SUITE 290 MENLO PARK, CA 94025		X		
SCHOENDORF NANCY J 3000 SAND HILL ROAD, BLDG. 3, SUITE 290 MENLO PARK, CA 94025		X		

Signatures

MDV VII, L.P.	05/20/2013
**Signature of Reporting Person	Date
Seventh MDV Partners, L.L.C.	05/20/2013
**Signature of Reporting Person	Date
Nancy Schoendorf	05/20/2013
**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) Represents a pro-rata in-kind distribution by MDV VII, L.P. "MDV" without consideration to its limited partners.

(2) Shares directly held by MDV. Jonathan Feiber, a director of the issuer, and Nancy Schoendorf are managing members of Seventh MDV Partners, L.L.C. ("Seventh"), the general partner of MDV. Each of Jonathan Feiber, Nancy Schoendorf, and Seventh may be deemed to share voting and dispositive power over the shares held by MDV. Mr. Feiber, Ms. Schoendorf, and Seventh disclaim beneficial ownership of the shares held by MDV except to the extent of any pecuniary interest therein. Mr. Feiber is filing his own Form 4 separately.

(3) Represents a pro-rata in-kind distribution by MDV as nominee for MDV VII Leaders Fund, L.P. without consideration to its limited partners.

(4) Price reflected is the weighted-average sale price for shares sold in this transaction. The range of sale prices for this transaction was \$18.3000 to \$18.3975 per share. This represents the sale of 14,888 shares sold by MDV as nominee for MDV ENF VII(A), L.P. and the sale of 7,752 shares sold by MDV as nominee for MDV ENF VII(B), L.P. The Reporting Persons undertake to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) Represents a pro-rata in-kind distribution to Nancy Schoendorf from MDV as nominee for MDV VII Leaders Fund, L.P. without consideration.

(6) Shares directly held by Nancy Schoendorf.

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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