

INFOBLOX INC
Form 4
November 09, 2016

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 *
Garg Atul R.

(Last) (First) (Middle)

3111 CORONADO DR. C/O
INFOBLOX

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFOBLOX INC [BLOX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2016

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)
EVP, Engineering

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)
			Code	V Amount (D) Price			
Common Stock	11/07/2016		D	(1) 2,142	(2) 100,000	D	
Common Stock	11/07/2016		D	(3) 50,000	(2) 50,000	D	
Common Stock	11/07/2016		D	(4) 50,000	(2) 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Following Reporting Transaction (Instr. 6)
				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

Garg Atul R.
3111 CORONADO DR. C/O INFOBLOX
SANTA CLARA, CA 95054

EVP, Engineering

Signatures

Atul Garg, by Stephen Yu, his
Attorney-in-Fact

11/09/2016

__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) Includes 572 shares acquired under the Infoblox Inc. ("Issuer") 2012 Employee Stock Purchase Plan ("ESPP") on December 21, 2015, and 1,570 shares acquired under the ESPP on November 2, 2016. As of the Effective Time (as defined in the Merger Agreement), the shares shown on this line were converted into the right to receive \$26.50 per share, net to the seller in cash, without interest (the "Merger Consideration").

(2) Pursuant to the terms of the Agreement and Plan of Merger, dated September 16, 2016, (the "Merger Agreement"), by and among Delta Holdco, LLC, India Merger Sub, Inc., and Issuer, as of the Effective Time, each of the Reporting Person's shares of the Issuer common stock was cancelled and converted into the right to receive the Merger Consideration.

(3) Represents 50,000 shares subject to the issuance upon settlement of vested restricted stock units ("RSUs"), which, upon the Effective Time, were cancelled and converted into the right to receive an amount equal to (i) the number of shares of Issuer common stock subject to such RSUs multiplied by (ii) the Merger Consideration.

(4) Represents 50,000 shares subject to the issuance upon settlement of unvested RSUs, which, upon the Effective Time, were cancelled and converted into the right to receive an amount in cash equal to the product of the (i) Merger Consideration and (ii) the number of shares of Issuer common stock subject to such unvested RSUs, which shall remain subject to the Reporting Person's continued employment with the Issuer through each applicable vesting date, vest and be payable at the same time and on the same vesting schedule as applied to the

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cancelled unvested RSUs.

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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