**INFOBLOX INC** 

Form 4 November 09, 2016

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

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Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Gupta Ashish

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First)

INFOBLOX INC [BLOX]

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director

10% Owner

C/O INFOBLOX INC., 3111

(Street)

(State)

(Month/Day/Year) 11/07/2016

X\_ Officer (give title below)

Other (specify

**CORONADO DRIVE** 

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

**EVP & Chief Marketing Officer** 

Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City)

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				(A)		Reported			
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/07/2016		D	2,678 (1)	D	<u>(2)</u>	85,000	D	
Common Stock	11/07/2016		D	42,500 (3)	D	<u>(2)</u>	42,500	D	
Common Stock	11/07/2016		D	42,500 (4)	D	<u>(2)</u>	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title	Number		
						2.1010104010			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gupta Ashish C/O INFOBLOX INC. 3111 CORONADO DRIVE SANTA CLARA, CA 95054

**EVP & Chief Marketing Officer** 

## **Signatures**

Ashish Gupta, by Stephen Yu, his Attorney-in-Fact

11/09/2016

Date

\*\*Signature of Reporting Person

## **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).
- Includes 1,823 shares acquired under the Infoblox Inc. ("Issuer") 2012 Employee Stock Purchase Plan ("ESPP") on December 21, 2015, and 855 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").
- Pursuant to the terms of the Agreement and Plan of Merger, dated September 16, 2016, (the "Merger Agreement"), by and among Delta (2) 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.
- Represents 42,500 shares subject to the issuance upon settlement of vested restricted stock units ("RSUs"), which, upon the Effective

  (3) 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 42,500 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

Reporting Owners 2

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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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.