

INFOBLOX INC

Form 4

November 09, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fulton Scott

(Last) (First) (Middle)

3111 CORONADO DRIVE, C/O  
INFOBLOX INC.

(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  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Product Strategy

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2016		M	(A) or (D) Amount (1) 24,659 Price (2) 126,254		D	
Common Stock	11/07/2016		D	(3) 14,095 (4) 112,159		D	
Common Stock	11/07/2016		D	(5) 43,750 (6) 68,409		D	
Common Stock	11/07/2016		D	(7) 43,750 (8) 24,659		D	
Common Stock	11/07/2016		D	(9) 12,329 (10) 12,330		D	

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Common Stock      11/07/2016      D      12,330  
(7)      D      (2)      0      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)

**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)
Management Stock Unit	(2)	11/07/2016		M	24,660 (1)	(1) 09/11/2015	Common Stock 24,660
Employee Stock Option (right to buy)(NQ)	\$ 13.37	11/07/2016		D	40,000	(8) 06/10/2024	Common Stock 40,000
Employee Stock Option (right to buy)(NQ)	\$ 14.54	11/07/2016		D	10,000	(8) 09/10/2024	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
Fulton Scott 3111 CORONADO DRIVE C/O INFOBLOX INC. SANTA CLARA, CA 95054	Director    10% Owner    Officer    Other
	EVP, Product Strategy

## Signatures

Scott J. Fulton, 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) Represents 24,660 Management Stock Units (performance rights) that were accelerated pursuant to the Merger Agreement (as defined below).

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 Infoblox Inc. ("Issuer"), 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").

- (3) Includes shares acquired by the Reporting Person under the Issuer's 2012 Employee Stock Purchase Plan and shares from the settlement of restricted stock units ("RSUs") and MSUs issued to the Reporting Person under the Issuer's 2012 Equity Incentive Plan. As of the Effective Time (as defined in the Merger Agreement), the shares shown on this line were converted into the right to receive the Merger Consideration.

- (4) Represents 43,750 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 cancelled unvested RSUs.

- (5) Represents 43,750 shares subject to the issuance upon settlement of vested restricted stock units, 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.

- (6) Represents 12,330 shares subject to the issuance upon settlement of vested MSUs, 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 MSUs multiplied by (ii) the Merger Consideration.

- (7) Represents 12,330 shares subject to the issuance upon settlement of unvested MSUs, 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 MSUs, 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 MSUs (without regard to the achievement of any performance metrics).

- (8) Upon the Effective Time, this option was cancelled and converted into the right to receive an amount equal to (i) the aggregate number of Issuer Common Stock subject to such this option multiplied by (ii) the excess, if any, of the Merger Consideration over the per share exercise price of such the option.

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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