

PROOFPOINT INC
Form SC 13G/A
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Proofpoint, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

743424103

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Edgar Filing: PROOFPOINT INC - Form SC 13G/A

..	Rule 13d-1(b)
..	Rule 13d-1(c)
x	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 15

CUSIP NO. 743424103 13 G Page 2 of 16

1 NAME OF REPORTING PERSON Benchmark Capital Partners IV, L.P. ("BCP IV")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

SOLE VOTING POWER

812,235 shares, except that Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the
 5 general partner of BCP IV, may be deemed to have sole power to vote these shares, and Bruce
 W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C.
 Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"), the members of BCMC IV, may be deemed to
 have shared power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

812,235 shares, except that BCMC IV, the general partner of BCP IV, may be deemed to have
 sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the
 members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 812,235

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 2.3%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 743424103 13 G Page 3 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV, L.P. ("BFF IV")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

SOLE VOTING POWER
 232,786 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the 5 members of BCMC IV, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 232,786 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

232,786

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 0.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 743424103 13 G Page 4 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

SOLE VOTING POWER
 30,382 shares, except that BCMC IV, the general partner of BFF IV-A, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the 5 members of BCMC IV, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
 See response to row 5.
 7 SOLE DISPOSITIVE POWER
 30,382 shares, except that BCMC IV, the general partner of BFF IV-A may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.
 8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,382

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

11 TYPE OF REPORTING PERSON

12
 PN

CUSIP NO. 743424103 13 G Page 5 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

SOLE VOTING POWER
 9,043 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the 5 members of BCMC IV, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
 See response to row 5.
 7 SOLE DISPOSITIVE POWER
 9,043 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.
 8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,043

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

11 TYPE OF REPORTING PERSON

12 PN

CUSIP NO. 743424103 13 G Page 6 of 16

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. IV, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 5176,204 are held in nominee form for the benefit of persons associated with BCMC IV.

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES

6 SHARED VOTING POWER

See response to row 5.

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 5176,204 are held in nominee form for the benefit of persons associated with BCMC IV.

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 1,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.5%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 743424103 13 G Page 7 of 16

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

5 6 7 8	SOLE VOTING POWER 0 shares SHARED VOTING POWER 1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 176,204 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to vote these shares. SOLE DISPOSITIVE POWER 0 shares SHARED DISPOSITIVE POWER 1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 176,204 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.
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9 10 11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,260,650 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES .. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.5%
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12	TYPE OF REPORTING PERSON IN
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1 NAME OF REPORTING PERSON J. William Gurley
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0 shares
	6	SHARED VOTING POWER	1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 176,204 are held in nominee form for the benefit of persons associated with BCMC IV.
	7	SOLE DISPOSITIVE POWER	0 shares
	8	SHARED DISPOSITIVE POWER	1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 176,204 are held in nominee form for the benefit of persons associated with BCMC IV.
			BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to vote these shares.
			BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 1,260,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 3.5%

12 TYPE OF REPORTING PERSON
 IN

CUSIP NO. 743424103 13 G Page 9 of 16

1 NAME OF REPORTING PERSON Kevin R. Harvey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

SOLE VOTING POWER
 5 191,471 shares, of which 31,994 are issuable pursuant to outstanding options exercisable within
 60 days of December 31, 2013.

SHARED VOTING POWER
 1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned
 by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and
 6 176,204 are held in nominee form for the benefit of persons associated with BCMC IV.
 BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a
 member of BCMC IV, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SOLE DISPOSITIVE POWER
 7 191,471 shares, of which 31,994 are issuable pursuant to outstanding options exercisable within
 60 days of December 31, 2013.

SHARED DISPOSITIVE POWER
 1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned
 by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and
 8 176,204 are held in nominee form for the benefit of persons associated with BCMC IV.
 BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a
 member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 1,484,115

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 4.1%

TYPE OF REPORTING PERSON

12 IN

CUSIP NO. 743424103 13 G Page 10 of 16

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

5 6 7 8	SOLE VOTING POWER 66,237 shares SHARED VOTING POWER 1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 176,204 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to vote these shares. SOLE DISPOSITIVE POWER 66,237 shares SHARED DISPOSITIVE POWER 1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and 176,204 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 1,326,887

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 3.7%

12 TYPE OF REPORTING PERSON
 IN

CUSIP NO. 743424103 13 G Page 11 of 16

1 NAME OF REPORTING PERSON Steven M. Spurlock
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	8,316 shares
		SHARED VOTING POWER	1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and
	6		176,204 are held in nominee form for the benefit of persons associated with BCMC IV.
			BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER	8,316 shares
		SHARED DISPOSITIVE POWER	1,260,650 shares, of which 812,235 are directly owned by BCP IV, 232,786 are directly owned by BFF IV, 30,382 are directly owned by BFF IV-A, 9,043 are directly owned by BFF IV-B and
	8		176,204 are held in nominee form for the benefit of persons associated with BCMC IV.
			BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 1,268,966

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 3.5%

12 TYPE OF REPORTING PERSON
 IN

CUSIP NO. 743424103 13 G Page 12 of 16

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership (“BCP IV”), Benchmark Founders’ Fund IV, L.P., a Delaware limited partnership (“BFF IV”), Benchmark Founders’ Fund IV-A, L.P., a Delaware limited partnership (“BFF IV-A”), Benchmark Founders’ Fund IV-B, L.P., a Delaware limited partnership (“BFF IV-B”), Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company (“BCMC IV”), and Bruce W. Dunlevie (“Dunlevie”), J. William Gurley (“Gurley”), Kevin R. Harvey (“Harvey”), Robert C. Kagle (“Kagle”), and Steven M. Spurlock (“Spurlock”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM 1(A). NAME OF ISSUER

Proofpoint, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

892 Ross Drive

Sunnyvale, CA 94089

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by BCP IV, BFF IV, BFF IV-A, BFF IV-B, BCMC IV, and Dunlevie, Gurley, Harvey, Kagle, and Spurlock. The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A and BFF IV-B. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A and BFF IV-B.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Benchmark Capital

2965 Woodside Road

Woodside, California 94062

ITEM 2(C) CITIZENSHIP

BCP IV, BFF IV, BFF IV-A and BFF IV-B are Delaware limited partnerships. BCMC IV is a Delaware limited liability company. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock

CUSIP # 743424103

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 743424103 13 G Page 13 of 16

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Please see Item 5.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2014

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

BRUCE W. DUNLEVIE
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on	Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	16	

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Proofpoint, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.