

PROOFPOINT INC
Form SC 13G/A
February 17, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Proofpoint, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

743424103

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 743424103

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|-----|---|--|
| 1. | Names of Reporting Persons MDV VII, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> (1) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware, United States of America | |
| 5. | Sole Voting Power 0 Shares | Number of Shares Beneficially Owned by Each Reporting Person With: |
| 6. | Shared Voting Power 0 Shares | |
| 7. | Sole Dispositive Power 0 Shares | |
| 8. | Shared Dispositive Power 0 Shares | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 0 Shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row 9 0% | |
| 12. | Type of Reporting Person (See Instructions) PN | |

(1) This Schedule 13G is filed by MDV VII, L.P. (MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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|-----|---|--|
| 1. | Names of Reporting Persons Seventh MDV Partners, L.L.C. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware, United States of America | |
| 5. | Sole Voting Power 0 Shares | Number of Shares Beneficially Owned by Each Reporting Person With: |
| 6. | Shared Voting Power 0 Shares | |
| 7. | Sole Dispositive Power 0 Shares | |
| 8. | Shared Dispositive Power 0 Shares | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 0 Shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row 9 0% | |
| 12. | Type of Reporting Person (See Instructions) OO | |

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| 1. | Names of Reporting Persons Nancy Schoendorf |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization United States of America |
| 5. | Sole Voting Power 1,705 Shares (2) |
| 6. | Shared Voting Power 0 Shares |
| 7. | Sole Dispositive Power 1,705 Shares (2) |
| 8. | Shared Dispositive Power 0 Shares |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 1,705 Shares (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row 9 0% (3) |
| 12. | Type of Reporting Person (See Instructions) IN |

(1) This Schedule 13G is filed by MDV VII, L.P. (MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) 1,705 shares of common stock directly held by Nancy Schoendorf.

(3) This percentage is calculated based on 38,134,381 shares of the Issuer's stock outstanding (as of 10/31/14), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on 11/06/14.

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| 1. | Names of Reporting Persons Jonathan Feiber |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization United States of America |
| 5. | Sole Voting Power 35,465 Shares (2) |
| 6. | Shared Voting Power 0 Shares |
| 7. | Sole Dispositive Power 35,465 Shares (2) |
| 8. | Shared Dispositive Power 0 Shares |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 35,465 Shares (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row 9 0.1% (3) |
| 12. | Type of Reporting Person (See Instructions) IN |

(1) This Schedule 13G is filed by MDV VII, L.P. (MDV), Seventh MDV Partners, L.L.C. (Seventh), Nancy Schoendorf, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Represents (a) 1,699 shares of common stock (held by the Feiber-Buhr Family Trust, of which Jonathan Feiber and his wife are the sole trustees), and (b) 33,766 shares of common stock issuable pursuant to fully vested options, which include (i) option to purchase 12,500 shares of common stock granted on 10/28/10, (ii) option to purchase 4,365 shares of common stock granted on 08/09/12, (iii) option to purchase 15,283 shares of common stock granted on 06/10/13, and (iv) option to purchase 1,618 shares of common stock granted on 06/09/14.

(3) This percentage is calculated based on 38,134,381 shares of the Issuer's stock outstanding (as of 10/31/14), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on 11/06/14.

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Introductory Note: This Statement on Schedule 13G is filed on behalf of 1) MDV VII, L.P. (MDV), a limited partnership organized under the laws of the State of Delaware; 2) Seventh MDV Partners, L.L.C. (Seventh), a limited liability company organized under the laws of the State of Delaware and the General Partner of MDV; 3) Nancy Schoendorf, a managing member of Seventh; and 4) Jonathan Feiber, a director of the Issuer and a managing member of Seventh; in respect of shares of Common Stock of Proofpoint, Inc.

- 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 Person Filing:
MDV VII, L.P.
- Seventh MDV Partners, L.L.C.
- Nancy Schoendorf
- Item 2(b).** Jonathan Feiber
Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, Bldg. 3, Suite 290, Menlo Park, CA 94025
- Item 2(c).** Citizenship:
All entities were organized in Delaware. The individuals are all United States citizens.
- Item 2(d).** Title of Class of Securities:
Common Stock
- Item 2(e).** CUSIP Number:
743424103
- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable.

Item 4. Ownership

| Fund Entities | Shares Held Directly | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power | Beneficial Ownership | Percentage of Class (2) |
|-------------------------------------|---------------------------------|----------------------------------|------------------------------------|---------------------------------------|---|---------------------------------|------------------------------------|
| MDV VII, L.P. (1) | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |
| Seventh MDV Partners, L.L.C. (1) | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |
| Nancy Schoendorf (1) | 1,705 | 1,705 | 0 | 1,705 | 0 | 1,705 | 0.0% |
| Jonathan Feiber (1) | 35,465 | 35,465 | 0 | 35,465 | 0 | 35,465 | 0.1% |

(1) Seventh MDV Partners, L.L.C. serves as the general partner of MDV VII, L.P. Nancy Schoendorf and Jonathan Feiber serve as managing members of Seventh MDV Partners, L.L.C. Jonathan Feiber is a director of the Issuer.

Item 5. Ownership of 5 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 5 percent of the class of securities, check the following .

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10.
Not applicable.

Certification

SIGNATURE

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.

Dated: February 13, 2015

MDV VII, L.P.

SEVENTH MDV PARTNERS, L.L.C.

By: Seventh MDV Partners, L.L.C.,
its General Partner

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

/s/ Jonathan Feiber
Jonathan Feiber

/s/ Nancy Schoendorf
Nancy Schoendorf

EXHIBITS

A: Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Proofpoint, Inc. is filed on behalf of each of us.

Dated: February 13, 2015

MDV VII, L.P.

By: Seventh MDV Partners, L.L.C.,
its General Partner

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

/s/ Jonathan Feiber
Jonathan Feiber

SEVENTH MDV PARTNERS, L.L.C.

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

/s/ Nancy Schoendorf
Nancy Schoendorf