

FireEye, Inc.
Form SC 13G
February 14, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

FireEye, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
31816Q101
(CUSIP Number)

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)

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- * 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).

13G

CUSIP NO. 31816Q101

1) NAME OF REPORTING PERSON

Norwest Venture Partners IX, LP
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
(5) SOLE VOTING POWER

NUMBER OF

SHARES 17,773,317
(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 17,773,317
(8) SHARED DISPOSITIVE POWER

WITH

0
9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,773,317

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

..

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.71%

12) TYPE OF REPORTING PERSON

PN

13G

CUSIP NO. 31816Q101

1) NAME OF REPORTING PERSON

Genesis VC Partners IX, LLC
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
(5) SOLE VOTING POWER

NUMBER OF

SHARES 17,773,317
(6) SHARED VOTING POWER

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EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 17,773,317
(8) SHARED DISPOSITIVE POWER

WITH

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

..

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.71%

12) TYPE OF REPORTING PERSON

PN

13G

CUSIP NO. 31816Q101

1) NAME OF REPORTING PERSON

NVP Associates, LLC
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
(5) SOLE VOTING POWER

NUMBER OF

SHARES 20,843,865
(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 20,843,865
(8) SHARED DISPOSITIVE POWER

WITH

0
9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,843,865

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

..

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.25%

12) TYPE OF REPORTING PERSON

PN

13G

CUSIP NO. 31816Q101

1) NAME OF REPORTING PERSON

Promod Haque
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
(5) SOLE VOTING POWER

NUMBER OF

SHARES 20,843,865
(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 20,843,865
(8) SHARED DISPOSITIVE POWER

WITH

0
9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,843,865

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

..

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.25%

12) TYPE OF REPORTING PERSON

IN

13G

CUSIP NO. 31816Q101

1) NAME OF REPORTING PERSON

Jeffrey Crowe
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
(5) SOLE VOTING POWER

NUMBER OF

SHARES 20,843,865
(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 20,843,865
(8) SHARED DISPOSITIVE POWER

WITH

0
9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,843,865

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

..

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.25%

12) TYPE OF REPORTING PERSON

IN

13G

CUSIP NO. 31816Q101

1) NAME OF REPORTING PERSON

Matthew D. Howard

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

(5) SOLE VOTING POWER

NUMBER OF

SHARES 20,843,865
(6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 20,843,865
(8) SHARED DISPOSITIVE POWER

WITH

0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,843,865

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

..

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.25%

12) TYPE OF REPORTING PERSON

IN

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934

Item 1(a) Name of Issuer:
FireEye, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
1440 McCarthy Blvd.
Milpitas, CA 95035

Item 2(a) Name of Person Filing:

1. Norwest Venture Partners IX, LP
2. Genesis VC Partners IX, LLC
3. NVP Associates, LLC
4. Promod Haque
5. Jeffrey Crowe
6. Matthew D. Howard

Item 2(b) Address of Principal Business Office or, if None, Residence:

1. Norwest Venture Partners IX, LP
525 University Ave, Suite 800

Palo Alto, CA 94301

2. Genesis VC Partners IX, LLC
525 University Ave, Suite 800

Palo Alto, CA 94301

3. NVP Associates, LLC
525 University Ave, Suite 800

Palo Alto, CA 94301

4. Promod Haque
525 University Ave, Suite 800

Palo Alto, CA 94301

5. Jeffrey Crowe
525 University Ave, Suite 800

Palo Alto, CA 94301

6. Matthew D. Howard
525 University Ave, Suite 800

Palo Alto, CA 94301

This statement is filed by Norwest Venture Partners IX, LP on behalf of all of the persons listed above pursuant to Rule

13d-1(d) and Rule 13d-1(k). Norwest Venture Partners IX, LP is a Delaware limited partnership, whose general partner is Genesis VC Partners IX, LLC. NVP Associates, LLC is the managing member of Genesis VC Partners IX, LLC. Promod Haque, Jeffrey Crowe and Matthew D. Howard are co-Chief Executive Officers of NVP Associates, LLC.

Item 2(c) Citizenship:

1. Norwest Venture Partners IX, LP: Delaware
2. Genesis VC Partners IX, LLC: Delaware
3. NVP Associates, LLC: Delaware
4. Promod Haque: United States of America
5. Jeffrey Crowe: United States of America
6. Matthew D. Howard: United States of America

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
31816Q101

Item 3 Not Applicable

Item 4 Ownership:

(1) Norwest Venture Partners IX, LP (NVP IX): At December 31, 2013, NVP IX owned of record 17,773,317 shares of Issuer's common stock (Common Stock). This amount represents 14.71% of the total shares of Common Stock outstanding at this date.

(2) Genesis VC Partners IX, LLC (Genesis IX): At December 31, 2013, Genesis IX may be deemed to have beneficially owned, by virtue of its status as general partner of NVP IX, 17,773,317 shares of Common Stock. This amount represents 14.71% of the total shares of Common Stock outstanding at this date.

(3) NVP Associates, LLC (NVP Associates): At December 31, 2013, NVP Associates may be deemed to have beneficially owned 20,843,865 shares of Common Stock consisting of the following: (1) 17,773,317 shares of Common Stock by virtue of its status as managing member of Genesis IX, the general partner of NVP IX, the record owner of such shares; and (2) 3,070,548 shares of Common Stock by virtue of its status as managing member of Itasca VC Partners VIII, LLP (Itasca VIII), the general partner of Norwest Venture Partners VIII, LP (NVP VIII), the record owner of such shares. This amount represents 17.25% of the total shares of Common Stock outstanding at this date.

(4) Promod Haque: At December 31, 2013, Promod Haque may be deemed to have beneficially owned 20,843,865 shares of Common Stock consisting of the following: (1) 17,773,317 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Genesis IX, the general partner of NVP IX, the record owner of such shares; and (2) 3,070,548 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Itasca VIII, the general partner of NVP VIII, the record owner of such shares. This amount represents 17.25% of the total shares of Common Stock outstanding at this date.

(5) Jeffrey Crowe: At December 31, 2013, Jeffrey Crowe may be deemed to have beneficially owned 20,843,865 shares of Common Stock consisting of the following: (1) 17,773,317 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Genesis IX, the general partner of NVP IX, the record owner of such shares; and (2) 3,070,548 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Itasca VIII, the general partner of NVP VIII, the record owner of such shares. This amount represents 17.25% of the total shares of Common Stock outstanding at this date.

(6) Matthew D. Howard: At December 31, 2013, Matthew D. Howard may be deemed to have beneficially owned 20,843,865 shares of Common Stock consisting of the following: (1) 17,773,317 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Genesis IX, the general partner of NVP IX, the record owner of such shares; and (2) 3,070,548 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Itasca VIII, the general partner of NVP VIII, the record owner of such shares. This amount represents 17.25% of the total shares of Common Stock outstanding at this date.

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 persons have ceased to be beneficial owners of more than five percent of the class of securities, check the following “.”

Item 6 Ownership of More than Five 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 Group:

Not Applicable

Item 10 Certification:

Not applicable.

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.

Date: February 14, 2014

NORWEST VENTURE PARTNERS IX, LP

By Genesis VC Partners IX, LLC, as general partner

By NVP Associates, LLC, as
managing member

By: /s/ Kurt Betcher
 Kurt Betcher, Chief Financial Officer

AGREEMENT

The undersigned hereby agree that this Schedule 13G to which this Agreement is attached shall be filed by Norwest Venture Partners IX, LP on its own behalf and on behalf of (a) Genesis VC Partners IX, LLC, a Delaware limited liability company, (b) NVP Associates, LLC, a Delaware limited liability company, (c) Promod Haque, (d) Jeffrey Crowe and (e) Matthew D. Howard.

Dated: February 14, 2014

Norwest Venture Partners IX, LP

By Genesis VC Partners IX, LLC, as general
partner

By NVP Associates, LLC, as managing
member

By: /s/ Kurt Betcher
Kurt Betcher, Chief Financial Officer

Genesis VC Partners IX, LLC

By NVP Associates, LLC, as managing
member

By: /s/ Kurt Betcher
Kurt Betcher, Chief Financial Officer

NVP Associates, LLC

By: /s/ Kurt Betcher
Kurt Betcher, Chief Financial Officer

/s/ Kurt Betcher
Kurt Betcher, as Attorney-in-fact

for Promod Haque

/s/ Kurt Betcher
Kurt Betcher, as Attorney-in-fact

for Jeffrey Crowe

/s/ Kurt Betcher
Kurt Betcher, as Attorney-in-fact

For Matthew D. Howard