**SEC Form 5**

**FORM 5**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   Aziz Ashar
   C/O FireEye, Inc.
   1440 McCarthy Blvd.
   Milpitas, CA 95035

2. Issuer Name and Ticker or Trading Symbol
   FireEye, Inc. [FEYE]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
   12/31/2013

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X 10% Owner

   CTO and Chief Strategy Officer

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/26/2013</td>
<td>G(1)</td>
<td>75,000 D</td>
<td>$0</td>
<td>10,835,000</td>
<td>I</td>
<td>See footnote(2)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. This was a bona-fide gift not for value or consideration. The gift shares transferred remain subject to a market stand-off agreement for 180 days from the Issuer's initial public offering.

2. Shares held of record by Ashar Aziz Family Trust dated March 16, 2012, for which the Reporting Person serves as a trustee.

**Jeannette Bicenman as Attorney-in-fact**

02/13/2014

**Signature of Reporting Person Date**

3. This Form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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