**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

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1. **Name and Address of Reporting Person**
   - **HAQUE PROMOD**
     - (Last) PALO ALTO
     - (First) CA
     - (Middle) 94301

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - **08/07/2014**

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - **08/07/2014**

5. **Relationship of Reporting Person(s) to Issuer**
   - (Check all applicable)
     - X Director
     - Other (specify below)

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   - X Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

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### 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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3B. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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>08/07/2014</td>
<td></td>
<td>J</td>
<td>971,289 D</td>
<td>1,734,268 I</td>
<td>D</td>
<td>By Partnerships</td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/07/2014</td>
<td></td>
<td>J</td>
<td>5,584,011 D</td>
<td>10,098,165 I</td>
<td>D</td>
<td>By Limited Partnerships</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/07/2014</td>
<td>J</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>378,761 I</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>6,310 I</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners VIII, LP ("NVP VIII") to its limited and general partners.
2. The NVP VIII distribution resulted in a change in the form of beneficial ownership so that following the distribution 69,158 shares were beneficially owned by Promod Haque directly and 69,439 shares were beneficially owned by Haque Family Partners, of which Mr. Haque is a partner. The remaining 1,664,829 shares are held of record by NVP VIII. By virtue of his position as co-Chief Executive Officer of NVP Associates, LLC ("NVP Associates"), the managing member of the general partner of NVP VIII, Mr. Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.
3. Shares were disposed via a pro rata in-kind distribution of FireEye, Inc. stock from Norwest Venture Partners IX, LP ("NVP IX") to its limited and general partners.
4. The NVP IX distribution resulted in a change in the form of beneficial ownership so that following the distribution 378,761 shares were beneficially owned by Promod Haque directly, 4,663 shares were beneficially owned by Haque Family Partners, of which Mr. Haque is a partner, 337,913 shares were beneficially owned by Haque Family Partners II, of which Mr. Haque is a partner and 119,027 shares were beneficially owned by Haque 2012 Dynasty Trust, of which Mr. Haque is a trustee. The remaining 9,636,562 shares are held of record by NVP IX. By virtue of his position as co-Chief Executive Officer of NVP Associates, the managing member of the general partner of NVP IX, Mr. Haque may be deemed to share voting and dispositive power with respect to such securities. Mr. Haque disclaims beneficial ownership of all such securities, except to the extent of any pecuniary interest therein.
5. Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest in full on the earlier of (i) the day prior to the Issuer's next annual meeting of stockholders held after the date of grant or (ii) the first anniversary of the date of grant, in each case subject to the Reporting Person's continued service through the applicable vesting date.

**s/ Kurt Betcher, Attorney-In-Fact**

08/11/2014

**Signature of Reporting Person**

**Date**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the 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.