

<b>OMB APPROVAL</b>	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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* <u>VERDECANNA FRANK</u>  (Last) (First) (Middle) C/O FIREEYE, INC. 601 MCCARTHY BLVD.  (Street) MILPITAS CA 95035  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FireEye, Inc. [ FEYE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO &amp; CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2019		A		76,562 <sup>(1)</sup>	A	\$0.00	448,701	D	
Common Stock	02/05/2019		A		1,218 <sup>(2)</sup>	A	\$0.00	449,919	D	
Common Stock	02/05/2019		A		107,500 <sup>(3)</sup>	A	\$0.00	557,419	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares underlying restricted stock units ("RSUs") paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to one-fourth of the underlying shares on February 15, 2019, and with respect to an additional one-fourth of the underlying shares on each of the three anniversaries thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.
- Represents shares underlying restricted stock units ("RSUs"), paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest in full on February 15, 2019, subject to the Reporting Person's continued service through such date.
- Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest with respect to one-fourth of the underlying shares on February 15, 2020, and with respect to an additional one-sixteenth of the underlying shares in each of the twelve quarters thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.

**Remarks:**

Louise Carbone, Attorney-in-Fact 02/07/2019

\*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.