

F5 NETWORKS INC

Form 4

February 03, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Reinland Andrew

(Last) (First) (Middle)

C/O F5 NETWORKS, INC., 401  
ELLIOTT AVE. WEST

(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Chief Financial 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**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/01/2017                              |                                                             | M                                    | Amount<br>(1)<br>2,986                                                  | A \$ 0                                                                                                             | 21,393                                                                  | D                                                                 |
| Common<br>Stock                       | 02/01/2017                              |                                                             | S                                    | 2,004                                                                   | D \$<br>132.1699                                                                                                   | 19,389                                                                  | D                                                                 |
| Common<br>Stock                       | 02/01/2017                              |                                                             | S                                    | 400                                                                     | D \$<br>133.4212                                                                                                   | 18,989                                                                  | D                                                                 |
| Common<br>Stock                       | 02/01/2017                              |                                                             | S                                    | 100                                                                     | D \$ 133.99<br>(4)                                                                                                 | 18,889                                                                  | D                                                                 |
|                                       | 02/02/2017                              |                                                             | S                                    | 400                                                                     | D                                                                                                                  | 18,489                                                                  | D                                                                 |

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|              |            |  |   |       |                   |                    |        |             |
|--------------|------------|--|---|-------|-------------------|--------------------|--------|-------------|
| Common Stock |            |  |   |       | \$ 131.325<br>(5) |                    |        |             |
| Common Stock | 02/02/2017 |  | S | 600   | D                 | \$ 132.7967<br>(6) | 17,889 | D           |
| Common Stock | 02/02/2017 |  | S | 2,638 | D                 | \$ 134.0944<br>(7) | 15,251 | D           |
| Common Stock | 02/02/2017 |  | S | 200   | D                 | \$ 134.64<br>(8)   | 15,051 | D           |
| Common Stock |            |  |   |       |                   |                    | 918    | I by Spouse |

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                                                     |
| Restricted Stock Unit (9)                  | \$ 0                                                   | 02/01/2017                           |                                                    | M                              | 947                                                                                     | (10) (11)                                                | Common Stock 947                                              | \$ 0                                                |
| Restricted Stock Unit (9)                  | \$ 0                                                   | 02/01/2017                           |                                                    | M                              | 661                                                                                     | (12) (11)                                                | Common Stock 661                                              | \$ 0                                                |
| Restricted Stock Unit (9)                  | \$ 0                                                   | 02/01/2017                           |                                                    | M                              | 762                                                                                     | (13) (11)                                                | Common Stock 762                                              | \$ 0                                                |
| Restricted Stock Unit                      | \$ 0                                                   | 02/01/2017                           |                                                    | M                              | 616                                                                                     | (14) (11)                                                | Common Stock 616                                              | \$ 0                                                |

(9)

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                              |       |
|----------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                        | Director      | 10% Owner | Officer                      | Other |
| Reinland Andrew<br>C/O F5 NETWORKS, INC.<br>401 ELLIOTT AVE. WEST<br>SEATTLE, WA 98119 |               |           | EVP, Chief Financial Officer |       |

## Signatures

/s/ Scot F. Rogers by Power of Attorney 02/03/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares acquired upon vesting of the November 1, 2013, November 3, 2014, November 2, 2015 and November 1, 2016 awards of service-based Restricted Stock Units.  
  
This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$131.80 to \$132.58 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (2) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$132.895 to \$133.85 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (3) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$132.895 to \$133.85 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (4) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$133.99 to \$134.9899 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (5) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$130.95 to \$131.70 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (6) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$132.25 to \$133.18 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (7) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$133.55 to \$134.53 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (8) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$134.63 to \$134.65 The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.

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- (9) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (10) This November 1, 2013 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2014.
- (11) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (12) This November 3, 2014 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2015.
- (13) This November 2, 2015 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2016.
- (14) This November 1, 2016 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2017.

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

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