

FireEye, Inc.
Form SC 13G
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

(Amendment No.)*

FIREEYE, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

31816Q101

(CUSIP Number)

12/31/13

(Date of Event Which Requires Filing of this Statement)

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)

(Continued on following pages)

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1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL XI, L.P. (SC XI)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

54-2094242

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	0
6	SHARED VOTING POWER

BENEFICIALLY

OWNED BY	18,961,167
EACH	7
	SOLE DISPOSITIVE POWER

REPORTING

PERSON	0
8	SHARED DISPOSITIVE POWER

WITH

18,961,167

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,961,167
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.8%¹
12 TYPE OF REPORTING PERSON

PN

¹ The percentage is based upon 137,757,512 shares of the Issuer's common stock outstanding as of December 31, 2013.

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1 NAME OF REPORTING PERSON

SEQUOIA TECHNOLOGY PARTNERS XI, L.P. (STP XI)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-0005558

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	0
6	SHARED VOTING POWER

BENEFICIALLY

OWNED BY	598,940
EACH	7
	SOLE DISPOSITIVE POWER

REPORTING

PERSON	0
8	SHARED DISPOSITIVE POWER

WITH

598,940

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

598,940

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4% ¹

12 TYPE OF REPORTING PERSON

PN

¹ The percentage is based upon 137,757,512 shares of the Issuer's common stock outstanding as of December 31, 2013.

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1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL XI PRINCIPALS FUND LLC (SC XI PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-0040683

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	0
6	SHARED VOTING POWER

BENEFICIALLY

OWNED BY	2,062,304
EACH	7
	SOLE DISPOSITIVE POWER

REPORTING

PERSON	0
8	SHARED DISPOSITIVE POWER

WITH

2,062,304

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,062,304

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.5% ¹

12 TYPE OF REPORTING PERSON

OO

¹ The percentage is based upon 137,757,512 shares of the Issuer's common stock outstanding as of December 31, 2013.

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1 NAME OF REPORTING PERSON

SC XI MANAGEMENT, LLC (SC XI LLC)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

13-4236767

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) "

(b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 21,622,411 shares of which 18,961,167 shares are directly held by SC XI, 598,940 shares are directly held by STP XI and 2,062,304 shares are directly held by SC XI PF. SC XI LLC is the General Partner of each of SC XI and STP XI, and the Managing Member of SC XI PF.

PERSON 7 SOLE DISPOSITIVE POWER

WITH

0

8 SHARED DISPOSITIVE POWER

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21,622,411 shares of which 18,961,167 shares are directly held by SC XI, 598,940 shares are directly held by STP XI and 2,062,304 shares are directly held by SC XI PF. SC XI LLC is the General Partner of each of SC XI and STP XI, and the Managing Member of SC XI PF.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,622,411

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.7%¹

12 TYPE OF REPORTING PERSON

OO

¹ The percentage is based upon 137,757,512 shares of the Issuer's common stock outstanding as of December 31, 2013.

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ITEM 1.

(a) Name of Issuer: FireEye, Inc.

(b) Address of Issuer's Principal Executive Offices:
1440 McCarthy Blvd.

Milpitas, CA 95035

ITEM 2.

(a) Name of Persons Filing:
Sequoia Capital XI, L.P.

Sequoia Technology Partners XI, L.P.

Sequoia Capital XI Principals Fund, LLC

SC XI Management, LLC

SC XI LLC is the General Partner of each of SC XI and STP XI, and the Managing Member of SC XI PF.

(b) Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, 4-250

Menlo Park, CA 94025

Citizenship:

SC XI LLC, SC XI, STP XI, SC XI PF: Delaware

(c) Title of Class of Securities: Common Stock

(d) CUSIP Number: 31816Q101

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

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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 person has ceased to be the beneficial owner 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

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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.

Dated: February 12, 2014

Sequoia Capital XI, L.P.

Sequoia Technology Partners XI, L.P.

By: SC XI Management, LLC
General Partner of each

By: /s/ Douglas Leone
Douglas Leone, Managing Member

Sequoia Capital XI Principals Fund LLC

By: SC XI Management, LLC
its Managing Member

By: /s/ Douglas Leone
Douglas Leone, Managing Member

SC XI Management, LLC

By: /s/ Douglas Leone
Douglas Leone, Managing Member

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EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the common stock of FireEye, Inc., and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 12, 2014

Sequoia Capital XI, L.P.

Sequoia Technology Partners XI, L.P.

By: SC XI Management, LLC
General Partner of each

By: /s/ Douglas Leone
Douglas Leone, Managing Member

Sequoia Capital XI Principals Fund LLC

By: SC XI Management, LLC
its Managing Member

By: /s/ Douglas Leone
Douglas Leone, Managing Member

SC XI Management, LLC

By: /s/ Douglas Leone
Douglas Leone, Managing Member