

F5 NETWORKS INC  
Form 4  
May 05, 2014

**FORM 4**

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

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rogers Scot Frazier

(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)  
05/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 05/01/2014                           |  | M                              | V Amount (A) or (D) Price   | 1,033 (1) \$ 0  | 2,557 (2)  | D   |
| Common Stock                    | 05/01/2014                           |  | S                              | 300 D \$ 105.18 (3)   | 2,257   | D  |   |
| Common Stock                    | 05/01/2014                           |  | S                              | 320 D \$ 106.5069 (4)   | 1,937   | D  |   |

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

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SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 05/01/2014                           |  | M                              | 442   | <u>(6)</u> <u>(7)</u>                                    | Common Stock  | 442                           |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 05/01/2014                           |  | M                              | 591   | <u>(8)</u> <u>(7)</u>                                    | Common Stock  | 591                           |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 05/01/2014                           |  | A                              | 4,755   | <u>(9)</u> <u>(7)</u>                                    | Common Stock  | 4,755                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Rogers Scot Frazier<br>C/O F5 NETWORKS, INC.<br>401 ELLIOTT AVE. WEST<br>SEATTLE, WA 98119 |               |           | General Counsel |       |

## Signatures

/s/ Scot F. Rogers  
05/05/2014

\*\*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 August 1, 2012, and November 1, 2013, awards of service-based Restricted Stock Units.
- (2) Includes 26 shares acquired on April 30, 2014 under the F5 Networks, Inc. stock purchase plan.

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(3) This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$105.00 to \$105.49. 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 \$106.36 to \$106.71. 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) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.

(6) The service-based Restricted Stock Units outstanding under this 8/1/2012 grant vest as follows: 441 vest 11/1/2013, 442 vest 2/1/2014, 442 vest 5/1/2014, and 442 vest 8/1/2014.

(7) 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.

(8) Twenty-five percent (25%) of the November 1, 2013 award of service-based Restricted Stock Units vest February 1, 2014, and the remaining seventy-five percent (75%) vest in seven equal quarterly increments beginning May 1, 2014.

(9) Twenty five percent (25%) of this May 1, 2014 award of service-based Restricted Stock Units vests on May 1, 2015, and the remaining seventy-five percent (75%) vests in twelve equal quarterly increments beginning August 1, 2015.

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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