

FireEye, Inc.
Form 424B3
May 15, 2014
Filed Pursuant to Rule 424(b)(3) and 424(c)
Registration No. 333-195417

PROSPECTUS SUPPLEMENT NO. 1
To Prospectus dated May 12, 2014

13,282,316 Shares

COMMON STOCK

This Prospectus Supplement No. 1 (the “Prospectus Supplement”) supplements the prospectus dated May 12, 2014 filed with the Securities and Exchange Commission on May 14, 2014 (the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (Registration Statement No. 333-195417). The Prospectus and this Prospectus Supplement relate to the disposition from time to time of up to 13,282,316 shares of our common stock, which are held or may be held by the selling stockholders named in the Prospectus. We are not selling any common stock under the Prospectus and will not receive any of the proceeds from the sale of shares by the selling stockholders.

Our common stock is listed on The NASDAQ Global Select Market under the symbol “FEYE.” On May 13, 2014, the last reported sale price of our common stock on The NASDAQ Global Select Market was \$27.02 per share.

This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered with this Prospectus Supplement. This Prospectus Supplement updates, amends and supplements the information included in the Prospectus. If there is any inconsistency between the information in the Prospectus and this Prospectus Supplement, you should rely on the information in this Prospectus Supplement.

This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements to it.

Quarterly Report on Form 10-Q

On May 14, 2014, we filed a Quarterly Report on Form 10-Q with the Securities and Exchange Commission. The text of such Form 10-Q is attached hereto.

We are an “emerging growth company” under the U.S. federal securities laws and are subject to reduced public company reporting requirements. Investing in our common stock involves risks. See “Risk Factors” beginning on page 5 of the Prospectus, and under similar headings in any amendments or supplements to the Prospectus.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

May 14, 2014

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended March 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission File Number 001-36067

FireEye, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1548921
(I.R.S. Employer
Identification Number)

1440 McCarthy Blvd.
Milpitas, CA 95035
(408) 321-6300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's common stock outstanding as of April 30, 2014 was 145,089,886.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

FIREEYE, INC.

Condensed Consolidated Balance Sheets

(In thousands, except per share data)

(Unaudited)

	March 31, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	\$441,270	\$173,918
Short-term investments	143,213	—
Accounts receivable	80,514	95,772
Inventories	4,258	5,663
Deferred costs of revenue, current portion	1,888	2,030
Deferred tax assets, current portion	16,056	14,584
Prepaid expenses and other current assets	26,257	23,200
Total current assets	713,456	315,167
Deferred costs of revenue, non-current portion	1,867	1,071
Property and equipment, net	69,257	64,765
Goodwill	708,594	706,327
Intangible assets	271,279	281,377
Deposits and other long-term assets	8,268	7,606
TOTAL ASSETS	\$1,772,721	\$1,376,313
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$24,916	\$34,128
Accrued liabilities	15,336	9,489
Accrued compensation	47,328	41,625
Proceeds from early exercise of stock awards	5,851	8,188
Deferred revenue, current portion	121,420	110,535
Total current liabilities	214,851	203,965
Deferred revenue, non-current portion	91,302	76,979
Deferred tax liabilities, non-current portion	39,155	45,147
Other long-term liabilities	3,623	2,120
Total liabilities	348,931	328,211
Commitments and contingencies (NOTE 8)		
Stockholders' equity:		
Common stock, par value of \$0.0001 per share; 1,000,000 shares authorized, 144,769 shares and 137,758 shares issued and outstanding as of March 31, 2014 and 14 December 31, 2013, respectively		14
Additional paid-in capital	1,748,627	1,271,590
Accumulated other comprehensive loss	(138) —
Accumulated deficit	(324,713) (223,502
Total stockholders' equity	1,423,790	1,048,102
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$1,772,721	\$1,376,313

See accompanying notes to the condensed consolidated financial statements.

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FIREEYE, INC.

Condensed Consolidated Statements of Operations

(In thousands, except per share data)

(Unaudited)

	Three Months Ended March 31,	
	2014	2013
Revenue:		
Product	\$24,252	\$14,988
Subscription and services	49,728	13,428
Total revenue	73,980	28,416
Cost of revenue:		
Product	10,326	4,962
Subscription and services	24,967	1,920
Total cost of revenue	35,293	6,882
Total gross profit	38,687	21,534
Operating expenses:		