

SPRAGUE KARA LYNN
 Form 4
 February 05, 2019

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 *
 SPRAGUE KARA LYNN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O F5 NETWORKS, INC., 401 ELLIOTT AVE. W.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, General Manager of ADC

SEATTLE, WA 98119

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price					
Common Stock	02/01/2019		M		1,708 (1)	A	\$ 0	7,097	D	
Common Stock	02/04/2019		S		704	D	\$ 159.5 (2)	6,393	D	
Common Stock	02/04/2019		S		1	D	\$ 160.9908 (2)	6,392	D	

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

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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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (3)	\$ 0	02/01/2019		M	1,243	(4)	(5)	Common Stock	1,243
Restricted Stock Unit (3)	\$ 0	02/01/2019		M	465	(6)	(5)	Common Stock	465

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPRAGUE KARA LYNN C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. W. SEATTLE, WA 98119			Sr. VP, General Manager of ADC	

Signatures

/s/ Joseph P. McDermott by Power of Attorney
 **Signature of Reporting Person
 02/05/2019
 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, 2017 and November 1, 2018 awards of service-based Restricted Stock Units.
- (2) This transaction was executed pursuant to a Rule 10b5-1 trading plan.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (4) This November 1, 2017 award of service-based Restricted Stock Units vests twenty five percent (25%) on November 1, 2018, and the remaining seventy five percent (75%) vests in twelve equal quarterly increments beginning February 1, 2019.

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- (5) 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.
- (6) This November 1, 2018 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.