

SOURCEFIRE INC

Form 4

October 09, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Roesch Martin F

(Last) (First) (Middle)

C/O SOURCEFIRE, INC., 9770
PATUXENT WOODS DRIVE

(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SOURCEFIRE INC [FIRE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2013

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)

CTO

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	09/20/2013		G	V 65,790	D \$ 0 302,447	D	
Common Stock ⁽¹⁾	10/07/2013		A	65,789	A \$ 0 368,236	D	
Common Stock	10/07/2013		D	240,972	D ⁽²⁾ \$ 76 127,264	D	
Common Stock ⁽¹⁾	10/07/2013		D	127,264	D ⁽²⁾ ⁽³⁾ 0	D	
Common Stock	10/07/2013		D	243,045	D ⁽²⁾ \$ 76 0	I	By GRAT ⁽⁴⁾

Edgar Filing: SOURCEFIRE INC - Form 4

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. Amount or Number of Shares
Stock option (right to buy)	\$ 2.03	10/07/2013		D	61,576	<u>(5)</u> 06/24/2015	Common Stock	61,576
Stock Option (right to buy)	\$ 15.49	10/07/2013		D	6,075	<u>(6)</u> 03/09/2017	Common Stock	6,075
Stock Option (right to buy)	\$ 6.47	10/07/2013		D	7,407	<u>(7)</u> 02/26/2018	Common Stock	7,407
Stock Option (right to buy)	\$ 26.16	10/07/2013		D	14,200	<u>(8)</u> 03/07/2018	Common Stock	14,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roesch Martin F C/O SOURCEFIRE, INC. 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046	X		CTO	

Signatures

/s/ Brian F. Leaf,
Attorney-in-fact

10/09/2013

__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) This security represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- (2) These securities were disposed of pursuant to an Agreement and Plan of Merger between the issuer, Cisco Systems, Inc. ("Cisco") and Shasta Acquisition Corp.
- (3) These restricted stock units were assumed by Cisco in the merger and replaced with 406,235 restricted stock units of Cisco.
- (4) These shares were held by The Martin F. Roesch 2010 Grantor Retained Annuity Trust, of which the reporting person is the trustee.
- (5) This option, which was fully vested, was assumed by Cisco in the merger and replaced with an option to purchase 196,556 shares of common stock of Cisco at an exercise price of \$0.64 per share.
- (6) This option, which was fully vested, was assumed by Cisco in the merger and replaced with an option to purchase 19,391 shares of common stock of Cisco at an exercise price of \$4.86 per share.
- (7) This option, which was fully vested, was assumed by Cisco in the merger and replaced with an option to purchase 23,643 shares of common stock of Cisco at an exercise price of \$2.03 per share.
- (8) This option, which provided for vesting of 25% of the shares underlying the option on March 7, 2012 and the remainder vesting in 36 equal monthly installments thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 45,327 shares of common stock of Cisco at an exercise price of \$8.20 per share.

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.