

1.) CORPORATION NAME:

DUE DATE: **4/30/2016**

**Proofpoint, Inc.**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

SCC ID NO: **F1893983**

**CORPORATION SERVICE COMPANY  
BANK OF AMERICA CTR 16TH FLR  
1111 E MAIN ST**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	71,400,000
PREFER	39,423,844

**RICHMOND, VA**

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

**RICHMOND CITY**

4.) STATE OR COUNTRY OF INCORPORATION:

**DE**

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 892 ROSS DRIVE

CITY/ST/ZIP: SUNNYVALE, CA 94089

7.) DIRECTORS AND PRINCIPAL OFFICERS:

All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

<p>NAME: MARLISE RICCI TITLE: VICE PRESIDENT ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: GARY STEELE TITLE: CEO ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089</p>	<input checked="" type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
<p>NAME: PAUL AUVIL TITLE: CFO ADDRESS: 892 ROSS DR. CITY/ST/ZIP/CO: SUNNYVALE, CA 94089</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: MICHAEL YANG TITLE: SECRETARY ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089</p>	<input checked="" type="checkbox"/> OFFICER <input type="checkbox"/> DIRECTOR
<p>NAME: ANTHONY BETTENCOURT TITLE: DIRECTOR ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089</p>	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
<p>NAME: DANA EVAN TITLE: DIRECTOR ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089</p>	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR

NAME: ERIC HAHN TITLE: DIRECTOR ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: KEVIN HARVEY TITLE: DIRECTOR ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: PHILIP KOEN TITLE: DIRECTOR ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: ROB WARD TITLE: DIRECTOR ADDRESS: 892 ROSS DRIVE CITY/ST/ZIP/CO: SUNNYVALE, CA 94089	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.		
/s/ MARLISE RICCI	MARLISE RICCI, VICE PRESIDENT	2/19/2016
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.		