

FireEye, Inc.
Form S-1/A
March 03, 2014
Table of Contents

As filed with the Securities and Exchange Commission on March 3, 2014.

Registration No. 333-193717

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

AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIREEYE, INC.

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	3577 (Primary Standard Industrial Classification Code Number)	20-1548921 (I.R.S. Employer Identification Number)
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(408) 321-6300

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

David G. DeWalt
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽³⁾
Securities to be Registered	Registered ⁽¹⁾ to be	Per Share ⁽²⁾		
Common Stock, \$0.0001 par value per share	16,100,000	\$85.81	\$1,381,541,000	\$177,943

- (1) Includes the additional shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low sales prices of the Registrant's Common Stock as reported on The NASDAQ Global Select Market on February 27, 2014.
- (3) The Registrant previously paid \$90,160 of the registration fee in connection with the initial filing of this registration statement.

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The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. We and the selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we and the selling stockholders are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Issued March 3, 2014

14,000,000 Shares

COMMON STOCK

FireEye, Inc. is offering 5,582,215 shares of its common stock. Certain stockholders of FireEye, Inc. identified in this prospectus are offering an additional 8,417,785 shares. We will not receive any of the proceeds from the sale of the shares being sold by the selling stockholders.

Our common stock is listed on The NASDAQ Global Select Market under the symbol FEYE. On February 28, 2014, the last reported sale price of our common stock on The NASDAQ Global Select Market was \$85.64 per share.

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 15.

PRICE \$ A SHARE

	<i>Underwriting</i>			
	<i>Price to</i>	<i>Discounts and</i>	<i>Proceeds to</i>	
	<i>Public</i>	<i>Commissions⁽¹⁾</i>	<i>FireEye</i>	<i>Proceeds to Selling</i>
	<i>Public</i>	<i>Commissions⁽¹⁾</i>	<i>FireEye</i>	<i>Stockholders</i>
<i>Per Share</i>	\$	\$	\$	\$
<i>Total</i>	\$	\$	\$	\$

(1) See *Underwriters* beginning on page 175 for additional information regarding underwriting compensation.

The underwriters have the option to purchase up to 2,100,000 additional shares from us at the public offering price less the underwriting discount to cover over-allotments.

The Securities and Exchange Commission and any state securities regulators have not approved or disapproved of these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on _____, 2014.

<i>MORGAN STANLEY</i>	<i>BARCLAYS</i>	<i>J.P. MORGAN</i>	<i>GOLDMAN, SACHS & CO.</i>
<i>UBS INVESTMENT BANK</i>		<i>DEUTSCHE BANK SECURITIES</i>	<i>CITIGROUP</i>
<i>PACIFIC CREST SECURITIES</i>			<i>NOMURA</i>

, 2014

Table of Contents

Table of Contents

Table of Contents**TABLE OF CONTENTS**

	Page
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	15
<u>Special Note Regarding Forward-Looking Statements</u>	45
<u>Market and Industry Data</u>	47
<u>Use of Proceeds</u>	48
<u>Market Price of Common Stock</u>	48
<u>Dividend Policy</u>	48
<u>Capitalization</u>	49
<u>Dilution</u>	51
<u>Selected Consolidated Financial Data</u>	53
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	56
<u>Business</u>	97
	Page
<u>Management</u>	122
<u>Executive Compensation</u>	130
<u>Certain Relationships and Related Party Transactions</u>	152
<u>Principal and Selling Stockholders</u>	156
<u>Description of Capital Stock</u>	164
<u>Shares Eligible for Future Sale</u>	168
<u>Material U.S. Federal Income Tax Consequences to Non-U.S. Holders</u>	171
<u>Underwriters</u>	175
<u>Legal Matters</u>	183
<u>Experts</u>	183
<u>Where You Can Find Additional Information</u>	183
<u>Index to Consolidated Financial Statements</u>	F-1

You should rely only on the information contained in this prospectus or contained in any free writing prospectus filed with the Securities and Exchange Commission. Neither we, the selling stockholders nor any of the underwriters have authorized anyone to provide any information or make any representations other than those contained in this prospectus or in any free writing prospectus filed with the Securities and Exchange Commission. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are offering to sell, and seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the common stock. Our business, financial condition, results of operations and prospects may have changed since such date.

For investors outside of the United States: Neither we, the selling stockholders nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about, and to observe any restrictions relating to, this offering and the distribution of this prospectus outside of the United States.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary is not complete and does not contain all of the information you should consider in making your investment decision. You should read the following summary together with the more detailed information appearing elsewhere in this prospectus, including Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes before deciding whether to purchase shares of our common stock.

FIREEYE, INC.

Overview

We provide a comprehensive solution of products and services for detecting, preventing and resolving advanced cybersecurity threats. We have invented a purpose-built, virtual machine-based security platform that provides real-time protection to enterprises and governments worldwide that are facing the next generation of cyber attacks. Our technology approach represents a paradigm shift from how IT security has been conducted since the earliest days of the information technology industry. The core of our purpose-built, virtual machine-based security platform is our virtual execution, or MVX, engine, which identifies and protects against known and unknown threats that existing signature-based technologies are unable to detect. The new generation of cyber attacks on organizations, including large and small enterprises and governments worldwide, is characterized by an unprecedented escalation in the complexity and scale of advanced malware created by criminal organizations and nation-states. These highly sophisticated cyber attacks routinely circumvent traditional signature-based defenses by launching dynamic, stealthy and targeted malware that penetrates defenses in multiple stages and through multiple entry points of an IT network. Our proprietary virtual machine-based technology represents a new approach to detecting these cyber attacks in real time with high efficacy while also scaling in response to ever-increasing network performance requirements. We believe it is imperative for organizations to invest in this new approach to security to protect their critical assets, such as intellectual property and customer and financial data, from the global pandemic of cybercrime, cyber espionage and cyber warfare.

Our over ten years of research and development in proprietary virtual machine technology, anomaly detection and associated heuristic, or experience-based, algorithms enables us to provide real-time, dynamic threat protection without the use of signatures while delivering high efficacy and network performance. We provide a comprehensive platform that employs a virtualized execution engine and a cloud-based threat intelligence network that uniquely protects organizations from next-generation threats at all stages of the attack lifecycle and across all primary threat vectors, including Web, email, file and mobile. Our MVX engine detonates, or runs, Web objects, suspicious attachments and files within purpose-built virtual machine environments to detect and block the full array of next-generation threats, including attacks that leverage unknown vulnerabilities in widely used software programs, also known as zero-day attacks. Newly identified threats are quarantined to prevent exposure to the organization's actual network environment, and information regarding such threats is sent to our Dynamic Threat Intelligence, or DTI, cloud. Our DTI cloud enables real-time global sharing of threat intelligence uploaded by our customers' cloud-connected FireEye appliances. In over 95% of our prospective customer evaluations, we have discovered incidents of next-generation threats that were conducting malicious activities and that successfully evaded the prospective customers' existing security infrastructure, including traditional firewalls, next-generation firewalls, intrusion prevention systems, anti-virus software, email security and Web filtering appliances. By deploying our platform, organizations can stop inbound attacks and outbound theft of valuable intellectual property and data with a negligible false-positive rate, enabling them to avoid potentially catastrophic financial and intellectual property losses, reputational harm and damage to critical infrastructures.

Table of Contents

In December 2013, we acquired privately held Mandiant Corporation, or Mandiant, the leading provider of advanced endpoint security incident response management solutions. FireEye and Mandiant have been strategic partners with integrated product offerings since April 2012. We believe the combination of the two companies deepens this partnership and creates the industry's leading advanced threat protection vendor with the ability to find and stop attacks at every stage of the attack life cycle. The combination of our industry leading security products and threat intelligence with products and services from Mandiant enables us to provide a complete solution for detecting, preventing and resolving advanced cybersecurity threats.

Our platform is delivered through a family of software-based appliances and includes our cloud subscription services as well as support and maintenance services. Our principal threat prevention appliance families address four critical vectors of attack: Web, email, file and mobile. We also provide a family of threat prevention appliances that enable rapid identification and remediation of attacks that have penetrated and are residing on an organization's endpoints, such as desktop computers, laptops, or mobile devices. Our management appliances serve as a central nervous system unifying reporting and configuration, while monitoring and correlating attacks that simultaneously cross multiple vectors of the network, thereby increasing the efficacy of our security platform. Our management appliances enable us to share intelligence regarding threats at a local implementation level and also across the organization. In addition, we enhance the efficacy of our solution by sharing with customers anonymized global threat data through our DTI cloud. We also offer a forensic analysis appliance that provides IT security analysts with the ability to test, characterize and conduct forensic examinations on next-generation cyber attacks by simulating their execution path with our virtual machine technology. Our cloud-based mobile threat prevention platform identifies and stops mobile threats by analyzing mobile applications within our MVX engine. Finally, we offer incident response and managed services to assist our customers who have been breached as part of our full service solution to combat advanced threats.

Our sales model consists of a direct sales team and channel partners that collaborate to identify new sales prospects, sell products and services, and provide post-sale support. We believe this approach allows us to maintain face-to-face connectivity with our customers, including key enterprise accounts, and helps us support our partners, while leveraging their reach and capabilities. Further, we believe our leading incident response capabilities position us as a trusted advisor to our customers and offer us the opportunity to help customers prevent future breaches through the use of our products and services. As of December 31, 2013, including customers of Mandiant, we had over 1,900 end-customers across more than 60 countries, including over 130 of the Fortune 500. Our customers include leading enterprises in a diverse set of industries, including telecommunications, technology, financial services, public utilities, healthcare and oil and gas, as well as leading U.S. and international governmental agencies.

For 2011, 2012 and 2013, our revenue was \$33.7 million, \$83.3 million and \$161.6 million, respectively, representing year-over-year growth of 186% for 2011, 148% for 2012 and 94% for 2013, and our net losses were \$16.8 million, \$35.8 million and \$120.6 million, respectively. Subscription and services revenue has increased as a percentage of revenue over the last three years, from 26% in 2011 to 37% in 2012 and to 45% in 2013, while our product revenue has decreased as a percentage of revenue, from 74% in 2011 to 63% in 2012 and to 55% in 2013. The increase in subscription and services revenue as a percentage of total revenue is primarily due to the growth of our installed base in conjunction with the increase in product sales and renewals of the related subscription and services from existing customers.

Industry Background

Organizations Are Spending Billions On Legacy Signature-Based Security Technologies

Organizations today are embracing a confluence of technologies to enhance the productivity of their employees, generate new revenue sources and improve their operating efficiency. These technologies include

Table of Contents

cloud services, mobile computing and online services and social networking sites, such as LinkedIn, Facebook and Twitter. This greater reliance on information technology has significantly increased the attack surface within these organizations that is vulnerable to potential security attacks and has resulted in significant investments in IT security to help protect against a myriad of potential threats. According to IDC, a global market research firm, 2013 worldwide IT security spending was approximately \$16.8 billion, including investments in traditional security technologies such as firewalls, virtual private networking, Web security, unified threat management, intrusion detection and prevention, messaging security and corporate endpoint security.¹

To date, organizations have deployed IT security products to defend against earlier generations of security threats by utilizing legacy signature-based threat protection technology. The signature model works by forensically examining the code base of known malware and, if no match is found, subsequently developing a signature that network security devices can match against future incoming traffic. These signatures are gathered by IT security companies and distributed periodically to organizations that subscribe to the company's update service. This signature-based approach is the principal foundation of existing IT threat protection technologies.

The Threat Landscape Has Evolved: Organizations Face A New Generation Of Threat Actors

The historical threat landscape was defined by amateur hackers who launched attacks principally for fame or mischief. While these hackers garnered a lot of press, they caused relatively little damage, and signature-based security solutions were effective at detecting and preventing them. Today's organizations face an advanced malware pandemic of unprecedented severity led by advanced persistent threat actors, such as cyber-criminal organizations, nation-states and hacktivists, who are utilizing highly sophisticated next-generation threats to circumvent traditional IT defenses at an alarming rate. Cybercriminals are expending significant resources to exfiltrate sensitive intellectual property and personal data, causing financial and reputational damage; nation-states are pursuing cyber espionage and warfare targeting critical infrastructure, such as power grids and highly sensitive information that can threaten national security; and hacktivists, who are ideologically driven, are defacing Websites, stealing information and launching denial of service attacks.

Next-Generation Threats Exhibit A Unique Set Of Challenges

Next-generation threats, utilized by advanced persistent threat actors, are fundamentally different from earlier generation threats, with a unique set of characteristics that create a new set of detection and prevention challenges. One of the most dangerous characteristics of next-generation threats is their ability to take advantage of a previously unknown vulnerability in widely used software programs, creating what is known as zero day threats. By exploiting this vulnerability, significant damage can be done because it can take days before signature-based software vendors discover the vulnerability and patch it, and an even longer period of time for traditional security products to update their signature databases accordingly. Next-generation threats are stealthy by design and are significantly harder to detect. Further compounding the problem, next-generation threats are dynamic, or polymorphic, meaning they are designed to mutate quickly and retain their function while changing their code, making it almost impossible for traditional signature technologies that rely on pattern matching to detect them. These threats are also targeted, which enables them to present specific individuals within organizations' networks with customized messages or content that maximizes the likelihood of the individual becoming an unwitting accomplice to the attack. Next-generation threats are also persistent and can perform malicious activity over a significantly longer period of time by remaining in the network and spreading undetected across devices for a specific period of time before conducting their activity, thereby resulting in higher damage potential. An additional level of complexity created by these threats is that they can target all primary entry points of a network by launching advanced malware attacks at the organization through Web, email, file and mobile vectors. These attacks may also include blended attacks that target multiple vectors simultaneously to gain entry to an organization's IT environment.

¹ See note (2) in Market and Industry Data.

Table of Contents

Next-generation threats are significantly more complex in the way they carry out their attacks. The threats formulate over multiple steps, and they are difficult to detect via legacy security technologies at each step. The typical next-generation attack lifecycle contains the following five steps:

1. *Initial Exploit:* An exploit is typically a small amount of seemingly harmless content, often just a few hundred bytes in size, that when inserted into vulnerable software can make the software execute code it was not programmed to run. The initial exploit phase is critical and occurs when cyber attackers take advantage of inherent vulnerabilities in widely used software and applications, such as Adobe Acrobat, Flash and Internet Explorer, to initially penetrate a victim system. The exploit is stealthy and its code can enter an organization even when a user does nothing more than visit a Web page that has been compromised. Importantly, this entire process happens within the compromised system's random access memory and does not involve writing any files to the hard drive, making it almost impossible to detect with legacy security solutions that are focused on examining files and executables once they are written to the hard drive on a host computer.
2. *Malware Download:* Once the initial exploit is successful in penetrating a victim's system, a larger malware program in the form of a file can be downloaded onto the hard drive of the compromised system. Because the download is initiated by seemingly innocuous software from inside the organization and the malware file can be obfuscated to seem harmless, legacy security systems cannot detect the threat. As an example, the file can be presented as a .jpg (a picture) instead of an .exe (executable) file and therefore avoid detection by legacy security technologies designed to look for executables. In addition, the malware program is encrypted and the key to decrypt the file is only available in the exploit code. Therefore, only if a security product detects the initial exploit code, can it collect the key to decrypt, detect and block the larger malware program.
3. *Callback and Establish Control:* After the larger malware download is successful, it will initiate an outbound connection to an external command and control server operated by a threat actor. Once the program has successfully made a connection, the cyber attacker has full control over the compromised host. Many legacy security solutions do not analyze outbound traffic for malicious transmissions and destinations. Other solutions that attempt to detect malicious outbound transmissions can only find transmissions to known destination IP addresses of servers, and are not able to identify malicious transmissions to unknown destinations.
4. *Data Exfiltration:* Having established a secure connection with the command and control server, the malware will proceed to take control of the host computer as well as transfer sensitive data, such as intellectual property, credit card information, user credentials, and sensitive file content. Because legacy security solutions cannot detect any of the previous three steps—exploit, malware download and callback—they are unable to detect and block the outbound transfer of data.
5. *Lateral Movement:* At any point after the malware is downloaded, the malware may conduct reconnaissance across the network to locate other vulnerable systems, and then spread laterally to file shares located deep within the organization's network to search for additional data that is valuable to exfiltrate. As the lateral movement is conducted within the enterprise, firewalls and other perimeter security solutions focused on blocking malicious traffic from entering an organization are not able to detect the movement of malware within the organization.

Existing Security Solutions Are Not Architected To Protect Against Next-Generation Threats

The evolving threat landscape has rendered traditional defenses incapable of protecting organizations against next-generation threats. This includes traditional and next-generation firewalls, which provide the ability to manage policies for network and application traffic but are not fundamentally designed to detect advanced cyber attacks in a granular and scalable fashion. In addition, although products like intrusion prevention systems,

Table of Contents

or IPS, anti-virus, or AV, whitelisting and Web filtering technologies were designed with the intent of detecting the full spectrum of cyber attacks, their signature-based approaches have left them increasingly unsuccessful in detecting and blocking next-generation threats.

Protecting Today's IT Infrastructure Requires A Fundamentally Different Approach To Security

A solution to protect against next-generation threats needs to be built from the ground up and have the following key capabilities:

detection and protection capability that overcomes the limitations of signature-based approaches;

the ability to protect the organization's infrastructure across multiple threat vectors;

visibility into each stage of the attack life cycle and particularly the ability to detect and block attacks at the exploit phase;

negligible false-positive rate, thereby allowing the organization's IT infrastructure to be secure without hindering business productivity;

the ability to scan all relevant traffic without noticeable degradation of network performance;

the ability to dynamically leverage knowledge gained by prior threat analysis;

rapid deployment and streamlined management capabilities; and

the ability to rapidly identify, contain and remediate breaches.

Our Solution

Our technology platform, built on our proprietary MVX engine, is able to identify and protect against known and unknown threats without relying on existing signature-based technologies employed by legacy IT security vendors and best-of-breed point solution vendors. To complement our threat prevention platform, our endpoint-based incident response technology platform enables rapid identification, containment and remediation of attacks on the network. We also provide a team of industry-leading experts in the security industry and managed services to help organizations respond faster to breaches and minimize the exposure to their businesses. The key benefits of our platform include:

Proprietary MVX engine to enable dynamic, real-time protection against next-generation threats. Our virtual execution technology detonates Web objects and suspicious attachments within purpose-built virtual machine environments in order to detect and block the full array of next-generation threats. Our solution does not require a pre-existing signature of the threat to identify it.

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Proactive defense from network to endpoint. Our broad product portfolio includes software-based appliances, cloud services and endpoint solutions to protect against Web and email threat vectors, malware resident on file shares, malicious mobile applications and targeted endpoints. We can also coordinate threat intelligence across all four vectors to further enhance our overall efficacy rates and protect against blended attacks.

Visibility of each stage of the attack life cycle and particularly the ability to detect and block attacks at the exploit phase. Our platform enables a comprehensive, stage-by-stage analysis of next-generation threats, from initial system exploitation to data exfiltration and lateral movement. Furthermore, because we can watch the execution path of the initial exploit with a high degree of granularity, we have high detection accuracy at the exploit level.

High efficacy next-generation threat detection. We can address hundreds of permutations of software versions targeted by advanced malware attacks by concurrently deploying thousands of virtual machines across an organization's network, allowing us to monitor attempted exploits of multiple

Table of Contents

operating system and application versions and hundreds of object types at line speed. This approach allows for high detection efficacy with negligible false-positive rates, resulting in minimal disruption to the business and IT organization.

Real-time detection of all network traffic with negligible performance degradation. Our high-performance virtual machine technology, working in concert with our DTI cloud and advanced heuristic algorithms, enables us to deliver industry-leading protection against next-generation threats. Our appliances are capable of operating in-line, providing comprehensive and highly accurate detection and protection without slowing down the network.

Global cloud-based data sharing within and across organizations. Our Central Management System, or CMS, correlates threat information generated by threat prevention appliances and facilitates rapid sharing of information across multiple appliances within a customer environment as well as across customer networks around the world. In addition, by sharing anonymous real-time global threat data through our DTI cloud, our customers have access to a system that leverages the network effects of a globally distributed, automated threat analysis network.

Rapid deployment and streamlined management capabilities. Our threat prevention appliances are easy to deploy with minimal modification to existing networks and seamlessly integrate with other devices in such networks. These appliances are generally deployed in a few hours and most often find existing next-generation threats immediately after deployment. Our CMS appliances offer rich management capabilities, such as coordinating software upgrades, automating the configuration of multiple appliances and presenting security data in an intuitive interface to facilitate reporting and auditing.

Tightly integrated incident response, managed services and contextual data. Our in-depth understanding of advanced threats and how they manifest themselves in a customer environment allows us to offer various high value-added security services that complement our product portfolio, including managed defense and incident response and remediation services.

Our Market Opportunity

According to IDC, worldwide IT security spending in 2013 was approximately \$16.8 billion across firewalls, virtual private networking, Web security, unified threat management, intrusion detection and prevention, messaging security and corporate endpoint security.² While this spending is focused principally on traditional IT security products, we believe the rise in next-generation threats is creating significant new demand from organizations for products that offer advanced protection against this new threat paradigm. Gartner, Inc., a global market research firm, estimates that, By 2020, 60% of enterprise information security budgets will be allocated for rapid detection and response approaches, up from less than 10% in 2013.³ We believe our platform is essential to protect these organizations against next-generation threats. As organizations seek new defenses against next-generation threats, we believe that our virtualization-based approach, which represents a paradigm shift from how IT security has been conducted in the past, will take an increasing share of IT security spending from the traditional enterprise IT security markets. Specifically, we believe this approach can be applied to initially supplement, and ultimately replace, any threat protection technology that utilizes a traditional signature-based approach. These markets consist of Web security (\$2.1 billion), messaging security (\$2.6 billion), intrusion detection and prevention (\$1.9 billion) and corporate endpoint security (\$3.7 billion), and aggregate to a total projected spending of \$10.3 billion in 2013, in each case according to IDC.² We also provide solutions that address the IT security consulting industry, which was \$6.2 billion in 2013, according to IDC.² With the acquisition of Mandiant, we have added solutions that address portions of the managed security services, or MSS,

² See note (2) in Market and Industry Data.

³ See note (1) in Market and Industry Data.

Table of Contents

market and the security incident and event management, or SIEM, market. Based on our research and review of third-party reports, we believe that the MSS and SIEM markets were approximately \$12.0 billion and \$1.6 billion, respectively, in 2013.

Our Competitive Strengths

We have developed the following key competitive advantages that we believe will allow us to maintain and extend our leadership position:

Leader in protecting organizations against the new breed of cyber attacks. We invented a purpose-built, virtual machine-based security solution that provides real-time protection against next-generation threats, and we believe we are a leader in the market.

Platform built from the ground up to address next-generation threats. We were founded with the sole purpose of developing a platform to defend and block next-generation threats. Therefore, we developed a proprietary hypervisor (i.e., software that creates and runs virtual machines) and MVX engine to meet the specific challenges associated with high throughput processing of next-generation threats. Our MVX engine is designed to be undetectable by these new threats. We can run hundreds of permutations of files, operating systems, software versions, languages and applications to mimic desktop operating environments and force malicious software to reveal itself. In addition, our platform is scalable and can run over 1,000 concurrent virtual execution tasks on a single appliance to simultaneously detect multiple threats.

Unique capabilities across threat detection, prevention and resolution. We offer a comprehensive solution for detecting, preventing and resolving advanced cybersecurity threats. The integration of detection and response provides a seamless solution that enables more rapid threat identification and resolution and lowers the cost of ownership for customers by reducing the number of products they would otherwise have to separately integrate. We believe we are the only vendor that offers an end-to-end solution for advanced threat protection and that we are uniquely positioned to take advantage of the broad applicability of our platform to meet all of our customers' advanced threat protection needs.

Network effects from our customer base and DTI cloud. The combination of our global customer base of over 1,900 end-customers with our over two million virtual machines across customer environments provides us with rich and broad sets of dynamic threat protection data. We believe that by sharing this data with our global customer base, we are able to provide both a higher level of protection and higher performance. This relationship between customers and differentiated threat intelligence drives a network effect around our company, leading additional customers to be increasingly attracted to the depth and breadth of our capabilities and intelligence.

Strong management team with significant IT security expertise. We have a highly knowledgeable management team with extensive IT security expertise. Our team includes experts with a strong track record of developing the fundamental new technologies behind advanced malware detection.

Comprehensive platform that enables modular deployment options. Our customers typically initially deploy our solution to provide either Web, email, file or mobile protection and in conjunction with existing security solutions. Once deployed, our customers can then deploy additional appliances to protect the first threat vector, as well as expand their level of protection to additional vectors to achieve end-to-end protection for the primary vectors for next-generation threats to enter.

Significant technology lead. Our technology is recognized as innovative and is protected by, among other things, a combination of copyright, trademark and trade secret laws; confidentiality procedures and contractual provisions; and a patent portfolio including 16 issued and 78 pending U.S. patents.

Table of Contents

Our Strategy

Our objective is to be the global leader in virtual machine-based security solutions for the entire IT security market. The key elements of our growth strategy include:

Invest in research and development efforts to extend our technology leadership. We plan to build upon our current performance and current technology leadership to enhance our product capabilities, such as protecting new threat vectors and providing focused solutions for certain markets, such as small and medium-sized enterprises and service providers.

Expand our sales organization to acquire new customers. We intend to continue to invest in our sales organization around the globe as we pursue larger enterprise and government opportunities outside of the United States.

Expand our channel relationship and develop our partner ecosystem. We have established a distribution channel program that, as of December 31, 2013, had approximately 625 channel partners worldwide. We intend to continue adding distributors and resellers and incentivizing them to drive greater sales to enable us to further leverage our internal sales organization.

Drive greater penetration into our customer base. Typically, customers initially deploy our platform to protect a portion of their IT infrastructure against one type of security threat, such as Web-based threats. We see a significant opportunity to upsell and cross sell additional products, subscriptions and services as our customers realize the increasing value of our platform.

Leverage our innovative virtual machine technology in additional product markets. We intend to apply our purpose-built virtual machine security engine to any threat protection technology that utilizes a traditional signature-based approach, such as intrusion prevention and related mobile security markets.

Risks Associated With Our Business

Our business is subject to numerous risks and uncertainties, including those highlighted in the section entitled "Risk Factors" immediately following this prospectus summary. These risks include, among others, the following:

if the IT security market does not continue to adopt our virtual machine-based security platform, our sales will not grow as quickly as anticipated, or at all, and our business, results of operations and financial condition would be harmed;

recent and future acquisitions and investments could disrupt our business and harm our financial condition and operating results;

our limited operating history makes it difficult to evaluate our current business and prospects and may increase the risk that we will not be successful;

if we do not effectively expand and train our direct sales force, we may be unable to add new customers or increase sales to our existing customers, and our business will be adversely affected;

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if we fail to effectively manage our growth, our business, financial condition and results of operations would be harmed;

fluctuating economic conditions make it difficult to predict revenue for a particular period, and a shortfall in revenue may harm our operating results;

our results of operations are likely to vary significantly from period to period, which could cause the trading price of our common stock to decline; and

Table of Contents

our directors, executive officers and each of our stockholders who owns greater than 5% of our outstanding common stock, in the aggregate, will beneficially own approximately % of the outstanding shares of our common stock after the completion of this offering, which could limit your ability to influence the outcome of key transactions, including a change of control.

Corporate Information

Our principal executive offices are located at 1440 McCarthy Blvd., Milpitas, California 95035, and our telephone number is (408) 321-6300. Our Website address is www.fireeye.com. Information contained on, or that can be accessed through, our Website is not incorporated by reference into this prospectus, and you should not consider information on our Website to be part of this prospectus. We were incorporated in Delaware in February 2004 under the name NetForts, Inc., and changed our name to FireEye, Inc. in September 2005.

The mark FireEye, the FireEye design logo and other trademarks or service marks of FireEye appearing in this prospectus are the property of FireEye, Inc. This prospectus contains additional trade names, trademarks, and service marks of other companies, and such tradenames, trademarks and service marks are the property of their respective owners. We do not intend our use or display of other companies' trade names, trademarks, or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies.

Emerging Growth Company

The Jumpstart Our Business Startups Act, or the JOBS Act, was enacted in April 2012 with the intention of encouraging capital formation in the United States and reducing the regulatory burden on newly public companies that qualify as emerging growth companies. We are an emerging growth company within the meaning of the JOBS Act. As an emerging growth company, we may take advantage of certain exemptions from various public reporting requirements, including the requirement that our internal control over financial reporting be audited by our independent registered public accounting firm pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, certain requirements related to the disclosure of executive compensation in this prospectus and in our periodic reports and proxy statements, and the requirement that we hold a nonbinding advisory vote on executive compensation and any golden parachute payments. We may take advantage of these exemptions until we are no longer an emerging growth company.

We will remain an emerging growth company until the earliest to occur of (i) the last day of the fiscal year in which we have more than \$1.0 billion in annual revenue; (ii) the date we qualify as a large accelerated filer, with at least \$700 million of equity securities held by non-affiliates; (iii) the date on which we have issued, in any three-year period, more than \$1.0 billion in non-convertible debt securities; and (iv) the last day of the fiscal year ending after the fifth anniversary of the completion of our initial public offering on September 25, 2013.

For certain risks related to our status as an emerging growth company, see *Risk Factors Risks Related to this Offering and Ownership of Our Common Stock We are an emerging growth company, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.*

Table of Contents

THE OFFERING

Common stock offered by us	5,582,215 shares
Common stock offered by the selling stockholders	8,417,785 shares
Over-allotment option being offered by us	2,100,000 shares
Common stock to be outstanding after this offering	144,136,573 shares (146,236,573 shares, if the underwriters exercise their over-allotment option in full)
Use of proceeds	We estimate that the net proceeds from this offering will be approximately \$461.8 million (\$636.3 million, if the underwriters exercise their over-allotment option in full), based on an assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us. The principal purposes of this offering are to increase our capitalization and financial flexibility, obtain additional capital, facilitate an orderly distribution of shares for the selling stockholders in this offering and increase our public float. We intend to use the net proceeds we receive from this offering for general corporate purposes, including headcount expansion, working capital, sales and marketing activities, product development, general and administrative matters and capital expenditures. We also may use a portion of the net proceeds from this offering to acquire or invest in technologies, solutions or businesses that complement our business, although we have no present commitments to complete any such transactions at this time. We will not receive any proceeds from the sale of shares offered by the selling stockholders. See Use of Proceeds and Principal and Selling Stockholders.
NASDAQ symbol	FEYE

The number of shares of our common stock to be outstanding after this offering is based on 138,554,358 shares of our common stock outstanding as of December 31, 2013, after giving effect to the assumed issuance of 796,846 shares of common stock to be acquired by certain selling stockholders upon the exercise of outstanding stock options and the vesting of outstanding restricted stock units in order to sell such shares in this offering, and excludes:

26,657,087 shares of common stock issuable upon the exercise of stock options outstanding as of December 31, 2013, with a weighted-average exercise price of \$5.49 per share;

605,100 shares of common stock issuable upon the exercise of stock options granted after December 31, 2013, with a weighted-average exercise price of \$73.94 per share;

1,757,031 shares of common stock issuable upon the vesting of restricted stock units outstanding as of December 31, 2013;

Table of Contents

835,011 shares of common stock issuable upon the vesting of restricted stock units granted after December 31, 2013;

311,747 shares of common stock issuable upon the exercise of warrants outstanding as of December 31, 2013, with a weighted-average exercise price of \$0.72 per share;

11,015,257 shares of common stock reserved for future grants as of December 31, 2013 under our 2013 Equity Incentive Plan (which reserve includes 1,440,111 shares of common stock issuable upon the exercise of stock options and the vesting of restricted stock units granted after December 31, 2013, as described in the bullets above), plus an additional 6,887,875 shares of common stock that became available for future grants under our 2013 Equity Incentive Plan as of January 1, 2014 pursuant to provisions thereof that automatically increase the share reserve under such plan each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans ;

2,500,000 shares of common stock reserved for future issuance as of December 31, 2013 under our 2013 Employee Stock Purchase Plan, plus an additional 1,377,575 shares of common stock that became available for future grants under our 2013 Employee Stock Purchase Plan as of January 1, 2014 pursuant to provisions thereof that automatically increase the share reserve under such plan each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans ; and

any shares of common stock that become available subsequent to this offering under our 2013 Equity Incentive Plan and 2013 Employee Stock Purchase Plan pursuant to provisions thereof that automatically increase the share reserves under such plans each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans.

Except for historical financial statements and as otherwise indicated, all information in this prospectus assumes:

the issuance of 764,089 shares of common stock to be sold by certain selling stockholders upon the exercise of vested stock options immediately prior to the closing of this offering, as if such issuance had occurred as of December 31, 2013;

the issuance of 32,757 shares of common stock to be sold by a certain selling stockholder upon the vesting of restricted stock units on the effective date of the registration statement of which this prospectus is a part, as if such issuance had occurred as of December 31, 2013;

no exercise of outstanding stock options or warrants subsequent to December 31, 2013, except for the stock option exercises described in the first bullet above;

no vesting of outstanding restricted stock units subsequent to December 31, 2013, except for the vesting of restricted stock units described in the second bullet above; and

no exercise of the underwriters' over-allotment option to purchase shares of common stock from us in this offering.

Table of Contents**SUMMARY CONSOLIDATED FINANCIAL DATA**

The summary consolidated statements of operations data presented below for the years ended December 31, 2011, 2012 and 2013 are derived from audited consolidated financial statements included elsewhere in this prospectus. The following summary consolidated financial data should be read with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results that may be expected for the full fiscal year or any period in the future.

	Year Ended December 31,		
	2011	2012	2013
(In thousands, except per share data)			
Consolidated Statements of Operations Data:			
Revenue:			
Product	\$ 24,888	\$ 52,265	\$ 88,253
Subscription and services	8,770	31,051	73,299
Total revenue	33,658	83,316	161,552
Cost of revenue:			
Product ⁽¹⁾	5,690	14,467	28,912
Subscription and services	1,590	3,163	18,853
Total cost of revenue	7,280	17,630	47,765
Total gross profit	26,378	65,686	113,787
Operating expenses:			
Research and development ⁽¹⁾	7,275	16,522	66,036
Sales and marketing ⁽¹⁾	30,389	67,562	167,466
General and administrative ⁽¹⁾	4,428	15,221	52,503
Total operating expenses	42,092	99,305	286,005
Operating loss	(15,714)	(33,619)	(172,218)
Interest income	3	7	68
Interest expense	(194)	(537)	(525)
Other expense, net	(806)	(2,572)	(7,257)
Loss before income taxes	(16,711)	(36,721)	(179,932)
Provision for (benefit from) income taxes	71	(965)	(59,297)
Net loss attributable to common stockholders	\$ (16,782)	\$ (35,756)	\$ (120,635)
Net loss per share attributable to common stockholders, basic and diluted	\$ (1.99)	\$ (3.28)	\$ (2.66)
Weighted-average shares used to compute net loss per share attributable to common stockholders, basic and diluted	8,447	10,917	45,271

Table of Contents

- (1) Includes stock-based compensation expense as follows:

	Year Ended December 31,		
	2011	2012	2013
	(In thousands)		
Stock-Based Compensation Expense:			
Cost of revenue	\$ 39	\$ 170	\$ 2,810
Research and development	148	1,465	6,958
Sales and marketing	360	1,672	10,748
General and administrative	168	3,536	8,342
Total stock-based compensation expense	\$ 715	\$ 6,843	\$ 28,858

Our consolidated balance sheet as of December 31, 2013 is presented on:

an actual basis;

a pro forma basis, giving effect to the sale of 5,582,215 shares of common stock by us in this offering, based on an assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

	As of December 31, 2013	
	Actual	Pro Forma ⁽¹⁾
	(in thousands)	
Consolidated Balance Sheet Data:		
Cash and cash equivalents	\$ 173,918	\$ 637,381
Working capital, excluding deferred revenue and costs	219,707	683,170
Total assets	1,376,313	1,839,776
Total deferred revenue	187,514	187,514
Total stockholders' equity	1,048,102	1,511,565

- (1) Each \$1.00 increase (decrease) in the assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, would increase (decrease) our pro forma cash and cash equivalents and total stockholders' equity by approximately \$5.4 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.

Table of Contents

	Year Ended or as of December 31,		
	2011	2012	2013
	(Dollars in thousands)		
Key Business Metrics:			
Product revenue	\$ 24,888	\$ 52,265	\$ 88,253
Subscription and services revenue	8,770	31,051	73,299
Total revenue	\$ 33,658	\$ 83,316	\$ 161,552
Year-over-year percentage increase	186%	148%	94%
Gross margin percentage	78%	79%	70%
Deferred revenue, current portion at period end ⁽¹⁾	\$ 16,215	\$ 43,750	\$ 110,535
Deferred revenue, non-current portion at period end	\$ 13,887	\$ 32,656	\$ 76,979
Billings (non-GAAP) ⁽²⁾	\$ 57,494	\$ 129,620	\$ 256,561
Net cash provided by (used in) operating activities ⁽³⁾	\$ 5,111	\$ 21,500	\$ (69,762)
Free cash flow (non-GAAP) ⁽⁴⁾	\$ (106)	\$ 2,652	\$ (127,322)

- (1) Our deferred revenue consists of amounts that have been invoiced but have not yet been recognized as revenue as of the period end. For the year ended December 31, 2013, deferred revenue includes the addition of \$16.1 million of deferred revenue assumed in connection with the Mandiant acquisition. The majority of our deferred revenue balance consists of the unamortized portion of revenue from sales of our Email Threat Prevention product, subscriptions to our DTI cloud and Email Threat Prevention Attachment/URL Engine, and support and maintenance contracts. Because invoiced amounts for subscriptions and services can be for multiple years, we classify our deferred revenue as current or non-current depending on when we expect to recognize the related revenue. If the deferred revenue is expected to be recognized within 12 months, it is classified as current. Otherwise, the deferred revenue is classified as non-current. We monitor our deferred revenue balance because it represents a significant portion of revenue to be recognized in future periods.
- (2) We define billings as revenue recognized plus the change in deferred revenue from the beginning to the end of the period. For the year ended December 31, 2013, billings exclude the addition of \$16.1 million of deferred revenue assumed in connection with the Mandiant acquisition. We consider billings to be a useful metric for management and investors because billings drives deferred revenue, which is an important indicator of the health and visibility of our business and represents a significant percentage of our revenue. See Management's Discussion and Analysis of Financial Condition and Results of Operations Key Business Metrics for more information and a reconciliation of billings to revenue, the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP.
- (3) We monitor cash flow provided by (used in) operating activities as a measure of our overall business performance. Our cash flow provided by (used in) operating activities is driven in large part by sales of our products and from up-front payments for both new and renewal contracts for subscription and support and maintenance. Monitoring cash flow provided by (used in) operating activities enables us to analyze our financial performance without the non-cash effects of certain items such as depreciation, amortization, and stock-based compensation costs, thereby allowing us to better understand and manage the cash needs of our business.
- (4) We define free cash flow as net cash provided by operating activities less purchases of property and equipment and demonstration units. We consider free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that, after the purchases of property and equipment and demonstration units, can be used for strategic opportunities, including investing in our business, making strategic acquisitions, and strengthening the balance sheet. See Management's Discussion and Analysis of Financial Condition and Results of Operations Key Business Metrics for more information and a reconciliation of free cash flow to cash flow provided by (used in) operating activities, the most directly comparable financial measure calculated and presented in accordance with GAAP.

Table of Contents

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this prospectus, including our consolidated financial statements and related notes, before investing in our common stock. If any of the following risks are realized, in whole or in part, our business, financial condition, results of operations and prospects could be materially and adversely affected. In that event, the price of our common stock could decline, and you could lose part or all of your investment.

Risks Related to Our Business and Our Industry

If the IT security market does not continue to adopt our virtual machine-based security platform, our sales will not grow as quickly as anticipated, or at all, and our business, results of operations and financial condition would be harmed.

We are seeking to disrupt the IT security market with our virtual machine-based security platform. Our platform interoperates with but does not replace most signature-based IT security products. Enterprises and governments that use signature-based security products, such as firewalls, intrusion prevention systems, or IPS, anti-virus, or AV, and Web and messaging gateways, for their IT security may be hesitant to purchase our virtual machine-based security platform if they believe that signature-based products are more cost effective, provide substantially the same functionality as our platform or provide a level of IT security that is sufficient to meet their needs. Currently, most enterprises and governments have not allocated a fixed portion of their budgets to protect against next-generation advanced cyber attacks. As a result, to expand our customer base, we need to convince potential customers to allocate a portion of their discretionary budgets to purchase our platform. However, even if we are successful in doing so, any future deterioration in general economic conditions may cause our customers to cut their overall IT spending, and such cuts may fall disproportionately on products and services like ours, for which no fixed budgetary allocation has been made. If we do not succeed in convincing customers that our platform should be an integral part of their overall approach to IT security and that a fixed portion of their annual IT budgets should be allocated to our platform, our sales will not grow as quickly as anticipated, or at all, which would have an adverse impact on our business, results of operations and financial condition.

Even if there is significant demand for virtual machine-based security solutions like ours, if our competitors include functionality that is, or is perceived to be, better than or equivalent to that of our platform in signature-based or other products that are already generally accepted as necessary components of an organization's IT security architecture, we may have difficulty increasing the market penetration of our platform. Furthermore, even if the functionality offered by other IT security providers is different and more limited than the functionality of our platform, organizations may elect to accept such limited functionality in lieu of adding products from additional vendors like us.

If enterprises and governments do not continue to adopt our virtual machine-based security platform for any of the reasons discussed above, our sales would not grow as quickly as anticipated, or at all, and our business, results of operations and financial condition would be harmed.

Recent and future acquisitions and investments could disrupt our business and harm our financial condition and operating results.

Our success will depend, in part, on our ability to expand our platform and grow our business in response to changing technologies, customer demands and competitive pressures. In some circumstances, we may decide to do so through the acquisition of complementary businesses and technologies rather than through internal development, including, for example, our recent acquisition of Mandiant Corporation, or Mandiant, a

provider of advanced endpoint security products and security incident response management solutions. The identification of

Table of Contents

suitable acquisition candidates can be difficult, time-consuming and costly, and we may not be able to successfully complete acquisitions that we target in the future. The risks we face in connection with acquisitions, including our recent acquisition of Mandiant, include:

diversion of management time and focus from operating our business to addressing acquisition integration challenges;

coordination of research and development and sales and marketing functions;

integration of product and service offerings;

retention of key employees from the acquired company;

changes in relationships with strategic partners as a result of product acquisitions or strategic positioning resulting from the acquisition;

cultural challenges associated with integrating employees from the acquired company into our organization;

integration of the acquired company's accounting, management information, human resources and other administrative systems;

the need to implement or improve controls, procedures, and policies at a business that prior to the acquisition may have lacked sufficiently effective controls, procedures and policies;

financial reporting, revenue recognition or other financial or control deficiencies of the acquired company that we don't adequately address and that cause our reported results to be incorrect;

liability for activities of the acquired company before the acquisition, including intellectual property infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities;

unanticipated write-offs or charges; and

litigation or other claims in connection with the acquired company, including claims from terminated employees, customers, former stockholders or other third parties.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally. For example, we only recently completed our acquisition of Mandiant, and substantially all of the acquisition integration risks remain. Future acquisitions could also result in dilutive issuances of equity securities. For example, we recently issued approximately 16.9 million shares of common stock and assumed options to purchase approximately 4.6 million shares of our common stock in connection with our acquisition of Mandiant. There is also a risk that future acquisitions will result in the incurrence of debt, contingent liabilities, amortization expenses, incremental operating expenses or the write-off of goodwill, any of which could harm our financial condition or operating results.

Our limited operating history makes it difficult to evaluate our current business and prospects and may increase the risk that we will not be successful.

We were founded in 2004, and our first commercially successful product was our Web Threat Prevention appliance, which we first shipped in 2008. We expanded our platform in 2011, 2012 and 2013 to include our Email Threat Prevention appliance, File Threat Prevention appliance and our latest Web Threat Prevention appliance, the NX 10000, respectively. In December 2013, we expanded our platform through the addition of Mandiant's endpoint threat detection, response and remediation products; advanced threat intelligence capabilities; and incident response and security consulting services. The majority of our revenue growth began in 2010. Our limited operating history and our recent acquisition of Mandiant make it difficult to evaluate our current business and prospects and plan for and model our future growth. We have encountered and will continue to encounter risks and uncertainties frequently encountered by rapidly growing companies in developing markets.

Table of Contents

If our assumptions regarding these risks and uncertainties are incorrect or change in response to changes in the IT security market, our results of operations and financial results could differ materially from our plans and forecasts. Although we have experienced rapid growth for the past several years, there is no assurance that such growth will continue. Any success we may experience in the future will depend in large part on our ability to, among other things:

maintain and expand our customer base and the ways in which customers use our products and services;

expand revenue from existing customers through increased or broader use of our products and services within their organizations;

convince customers to allocate a fixed portion of their annual IT budgets to our products and services;

improve the performance and capabilities of our platform through research and development;

effectively expand our business domestically and internationally, which will require that we rapidly expand our sales force and service professionals and fill key management positions, particularly internationally; and

successfully compete with other companies that currently provide, or may in the future provide, solutions like ours that protect against next-generation advanced cyber attacks.

If we are unable to achieve our key objectives, including the objectives listed above, our business and results of operations will be adversely affected and the fair market value of our common stock could decline.

If we do not effectively expand and train our direct sales force, we may be unable to add new customers or increase sales to our existing customers, and our business will be adversely affected.

We continue to be substantially dependent on our direct sales force to obtain new customers and increase sales with existing customers. There is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve significant revenue growth will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of sales personnel to support our growth, particularly in international markets. New hires require significant training and may take significant time before they achieve full productivity. Our recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. In addition, because we continue to grow rapidly, a large percentage of our sales force is new to our company. If we are unable to hire and train a sufficient number of effective sales personnel, or the sales personnel we hire are not successful in obtaining new customers or increasing sales to our existing customer base, our business will be adversely affected.

If we fail to effectively manage our growth, our business, financial condition and results of operations would be harmed.

Our headcount increased from more than 175 employees as of December 31, 2011 to over 1,600 employees as of December 31, 2013. We expect our headcount to continue to grow rapidly. In addition, our number of end-customers increased from more than 425 to more than 1,900 over the

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same period. This rapid growth has placed significant demands on our management and our operational and financial infrastructure. To improve our infrastructure, we have recently implemented a new enterprise resource planning system, including revenue recognition and management software, and we plan to implement additional systems. There is no assurance that we will be able to successfully scale improvements to our enterprise resource planning system or other systems and processes in a manner that keeps pace with our growth or that such systems will be effective in preventing or detecting errors, omissions or fraud.

As part of our efforts to improve our internal systems, processes and controls, we have licensed technology from third parties. The support services available for such third-party technology is outside of our control and may be negatively affected by consolidation in the software industry. In addition, if we do not receive adequate

Table of Contents

support for the software underlying our systems, processes and controls, our ability to provide products and services to our customers in a timely manner may be impaired, which may cause us to lose customers, limit us to smaller deployments of our platform or increase our technical support costs.

To manage this growth effectively, we must continue to improve our operational, financial and management systems and controls by, among other things:

effectively attracting, training and integrating a large number of new employees, particularly members of our sales and management teams;

further improving our key business applications, processes and IT infrastructure, including our data centers, to support our business needs;

enhancing our information and communication systems to ensure that our employees and offices around the world are well coordinated and can effectively communicate with each other and our growing base of channel partners and customers;

improving our internal control over financial reporting and disclosure controls and procedures to ensure timely and accurate reporting of our operational and financial results; and

appropriately documenting our IT systems and business processes.

These and other improvements in our systems and controls will require significant capital expenditures and the allocation of valuable management and employee resources. If we fail to implement these improvements effectively, our ability to manage our expected growth, ensure uninterrupted operation of key business systems and comply with the rules and regulations applicable to public reporting companies would be impaired, and our business, financial condition and results of operations would be harmed.

Fluctuating economic conditions make it difficult to predict revenue for a particular period, and a shortfall in revenue may harm our operating results.

Our revenue depends significantly on general economic conditions and the demand for products in the IT security market. Economic weakness, customer financial difficulties, and constrained spending on IT security may result in decreased revenue and earnings. Such factors could make it difficult to accurately forecast our sales and operating results and could negatively affect our ability to provide accurate forecasts to our contract manufacturers and manage our contract manufacturer relationships and other expenses. In addition, concerns regarding the impact of the U.S. federal sequestration on the IT budgets of various agencies of the U.S. government, as well as continued budgetary challenges in the United States and Europe and geopolitical turmoil in many parts of the world have and may continue to put pressure on global economic conditions and overall spending on IT security. Currently, most enterprises and governments have not allocated a fixed portion of their budgets to protect against next-generation advanced cyber attacks. If we do not succeed in convincing customers that our platform should be an integral part of their overall approach to IT security and that a fixed portion of their annual IT budgets should be allocated to our platform, general reductions in IT spending by our customers are likely to have a disproportionate impact on our business, results of operations and financial condition. General economic weakness may also lead to longer collection cycles for payments due from our customers, an increase in customer bad debt, restructuring initiatives and associated expenses, and impairment of investments. Furthermore, the continued weakness and uncertainty in worldwide credit markets, including the sovereign debt situation in certain countries in the European Union, may adversely impact the ability of our customers to adequately fund their expected capital expenditures, which could lead to delays or cancellations of planned purchases of our

platform.

Uncertainty about future economic conditions also makes it difficult to forecast operating results and to make decisions about future investments. Future or continued economic weakness for us or our customers, failure of our customers and markets to recover from such weakness, customer financial difficulties, and reductions in spending on IT security could have a material adverse effect on demand for our platform and consequently on our business, financial condition and results of operations.

Table of Contents

Our results of operations are likely to vary significantly from period to period, which could cause the trading price of our common stock to decline.

Our results of operations have varied significantly from period to period, and we expect that our results of operations will continue to vary as a result of a number of factors, many of which are outside of our control and may be difficult to predict, including:

our ability to attract and retain new customers;

the budgeting cycles, seasonal buying patterns and purchasing practices of customers;

the timing of shipments of our products and length of our sales cycles;

changes in customer or reseller requirements or market needs;

changes in the growth rate of the IT security market, particularly the market for threat protection solutions like ours that target next-generation advanced cyber attacks;

the timing and success of new product and service introductions by us or our competitors or any other change in the competitive landscape of the IT security market, including consolidation among our customers or competitors;

the level of awareness of IT security threats, particularly advanced cyber attacks, and the market adoption of our platform;

deferral of orders from customers in anticipation of new products or product enhancements announced by us or our competitors;

our ability to successfully expand our business domestically and internationally;

reductions in customer renewal rates for our subscriptions;

decisions by organizations to purchase IT security solutions from larger, more established security vendors or from their primary IT equipment vendors;

changes in our pricing policies or those of our competitors;

any disruption in, or termination of, our relationship with channel partners;

decreases in our customers' subscription renewal rates;

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our inability to fulfill our customers' orders due to supply chain delays or events that impact our manufacturers or their suppliers;

insolvency or credit difficulties confronting our customers, affecting their ability to purchase or pay for our products, subscriptions and services, or confronting our key suppliers, particularly our sole source suppliers, which could disrupt our supply chain;

the cost and potential outcomes of existing and future litigation;

seasonality in our business;

general economic conditions, both domestic and in our foreign markets;

future accounting pronouncements or changes in our accounting policies or practices;

the amount and timing of operating costs and capital expenditures related to the expansion of our business;

a change in our mix of products, subscriptions and services; and

increases or decreases in our expenses caused by fluctuations in foreign currency exchange rates.

Table of Contents

Any of the above factors, individually or in the aggregate, may result in significant fluctuations in our financial and other operating results from period to period. As a result of this variability, our historical results of operations should not be relied upon as an indication of future performance. Moreover, this variability and unpredictability could result in our failure to meet our operating plan or the expectations of investors or analysts for any period. If we fail to meet such expectations for these or other reasons, the market price of our common stock could fall substantially, and we could face costly lawsuits, including securities class action suits.

We have had operating losses each year since our inception, and may not achieve or maintain profitability in the future.

We have incurred operating losses each year since 2004, including net losses of \$16.8 million, \$35.8 million and \$120.6 million in 2011, 2012 and 2013, respectively. We expect our operating expenses to increase in the future as we expand our sales and marketing efforts and continue to invest in research and development of our technologies. These efforts may be more costly than we expect, and we may not be able to increase our revenue to offset our increased operating expenses. Our revenue growth may slow or our revenue may decline for a number of other reasons, including reduced demand for our platform, increased competition, a decrease in the growth or size of the IT security market, particularly the market for solutions that target the next generation of advanced cyber attacks, or any failure to capitalize on growth opportunities. Any failure to increase our revenue as we grow our business could prevent us from achieving or maintaining profitability. If we are unable to meet these risks and challenges as we encounter them, our business, financial condition and results of operations may suffer.

We expect our revenue growth rate to decline, and as our costs increase, we may not be able to generate sufficient revenue to achieve and maintain profitability over the long term.

From the year ended December 31, 2010 to the year ended December 31, 2013, our revenue grew from \$11.8 million to \$161.6 million, which represents a compounded annual growth rate of approximately 139%. We expect that, to the extent our revenue increases to higher levels, our revenue growth rate will decline, and we may not be able to generate sufficient revenue to achieve or maintain profitability. We also expect our costs to increase in future periods, which could negatively affect our future operating results if our revenue does not increase. In particular, we expect to continue to expend substantial financial and other resources on:

research and development related to our platform, including investments in our research and development team;

sales and marketing, including a significant expansion of our sales organization, particularly in international markets;

international expansion of our business;

expansion of our professional services organization; and

general administration expenses, including legal and accounting expenses related to being a public company.

These investments may not result in increased revenue or growth in our business. If we are unable to increase our revenue at a rate sufficient to offset the expected increase in our costs, our business, financial position and results of operations will be harmed, and we may not be able to achieve or maintain profitability over the long term.

Seasonality may cause fluctuations in our revenue.

We believe there are significant seasonal factors that may cause us to record higher revenue in some quarters compared with others. We believe this variability is largely due to our customers' budgetary and spending patterns, as many customers spend the unused portions of their discretionary budgets prior to the end of

Table of Contents

their fiscal years. For example, we have historically recorded our highest level of revenue in our fourth quarter, which we believe corresponds to the fourth quarter of a majority of our customers. Similarly, we have historically recorded our second-highest level of revenue in our third quarter, which corresponds to the fourth quarter of U.S. federal agencies and other customers in the U.S. federal government. In addition, our rapid growth rate over the last couple years may have made seasonal fluctuations more difficult to detect. If our rate of growth slows over time, seasonal or cyclical variations in our operations may become more pronounced, and our business, results of operations and financial position may be adversely affected.

We face intense competition and could lose market share to our competitors, which could adversely affect our business, financial condition and results of operations.

The market for security products and services is intensely competitive and characterized by rapid changes in technology, customer requirements, industry standards and frequent new product introductions and improvements. We anticipate continued challenges from current competitors, which in many cases are more established and enjoy greater resources than us, as well as by new entrants into the industry. If we are unable to anticipate or effectively react to these competitive challenges, our competitive position could weaken, and we could experience a decline in our growth rate or revenue that could adversely affect our business and results of operations.

Our competitors and potential competitors include large networking vendors such as Cisco Systems, Inc. and Juniper Networks, Inc. that may emulate or integrate virtual-machine features similar to ours into their own products; large companies such as Intel, IBM, and HP that have acquired large IT security specialist vendors in recent years and have the technical and financial resources and broad customer bases needed to bring competitive solutions to the market; independent IT security vendors such as Sourcefire (which was recently acquired by Cisco Systems, Inc.) and Palo Alto Networks that offer products that claim to perform similar functions to our platform; small and large companies that offer point solutions that compete with some of the features present in our platform; and other providers of incident response services. Other IT providers offer, and may continue to introduce, security features that compete with our platform, either in stand-alone security products or as additional features in their network infrastructure products. Many of our existing competitors have, and some of our potential competitors could have, substantial competitive advantages such as:

greater name recognition, longer operating histories and larger customer bases;

larger sales and marketing budgets and resources;

broader distribution and established relationships with channel and distribution partners and customers;

greater customer support resources;

greater resources to make acquisitions;

lower labor and research and development costs;

larger and more mature intellectual property portfolios; and

substantially greater financial, technical and other resources.

In addition, some of our larger competitors have substantially broader product offerings and may be able to leverage their relationships with distribution partners and customers based on other products or incorporate functionality into existing products to gain business in a manner that discourages users from purchasing our products, subscriptions and services, including by selling at zero or negative margins, product bundling or offering closed technology platforms. Potential customers may also prefer to purchase from their existing suppliers rather than a new supplier regardless of product performance or features. As a result, even if the features of our platform are superior, customers may not purchase our products. In addition, new innovative start-up companies, and larger companies that are making significant investments in research and development, may invent similar or superior products and technologies that compete with our platform. Our current and potential

Table of Contents

competitors may also establish cooperative relationships among themselves or with third parties that may further enhance their resources. If we are unable to compete successfully, or if competing successfully requires us to take costly actions in response to the actions of our competitors, our business, financial condition and results of operations could be adversely affected.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our sales and revenue are difficult to predict and may vary substantially from period to period, which may cause our results of operations to fluctuate significantly.

Our results of operations may fluctuate, in part, because of the resource intensive nature of our sales efforts, the length and variability of our sales cycle and the short-term difficulty in adjusting our operating expenses. Our results of operations depend in part on sales to large organizations. The length of our sales cycle, from proof of concept to delivery of and payment for our platform, is typically three to nine months but can be more than a year. To the extent our competitors develop products that our prospective customers view as equivalent to ours, our average sales cycle may increase. Because the length of time required to close a sale varies substantially from customer to customer, it is difficult to predict exactly when, or even if, we will make a sale with a potential customer. As a result, large individual sales have, in some cases, occurred in quarters subsequent to those we anticipated, or have not occurred at all. The loss or delay of one or more large transactions in a quarter could impact our results of operations for that quarter and any future quarters for which revenue from that transaction is delayed. As a result of these factors, it is difficult for us to forecast our revenue accurately in any quarter. Because a substantial portion of our expenses are relatively fixed in the short term, our results of operations will suffer if our revenue falls below our or analysts' expectations in a particular quarter, which could cause the price of our common stock to decline.

Reliance on shipments at the end of each quarter could cause our revenue for the applicable period to fall below expected levels.

As a result of customer buying patterns and the efforts of our sales force and channel partners to meet or exceed their sales objectives, we have historically received a substantial portion of sales orders and generated a substantial portion of revenue during the last few weeks of each quarter. A significant interruption in our IT systems, which manage critical functions such as order processing, revenue recognition, financial forecasts, inventory and supply chain management, and trade compliance reviews, could result in delayed order fulfillment and decreased revenue for that quarter. If expected revenue at the end of any quarter is delayed for any reason, including the failure of anticipated purchase orders to materialize, our logistics or channel partners' inability to ship products prior to quarter-end to fulfill purchase orders received near the end of the quarter, our failure to manage inventory to meet demand, our inability to release new products on schedule, any failure of our systems related to order review and processing, or any delays in shipments based on trade compliance requirements, our revenue for that quarter could fall below our expectations and the estimates of market analysts, which could adversely impact our business and results of operations and cause a decline in the trading price of our common stock.

If we do not accurately anticipate and respond promptly to changes in our customers' technologies, business plans or security needs, our competitive position and prospects could be harmed.

Many of our customers operate in markets characterized by rapidly changing technologies and business plans, which require them to add numerous network access points and adapt to increasingly complex IT networks, incorporating a variety of hardware, software applications, operating systems and networking protocols. As their technologies and business plans grow more complex, we expect these customers to face new and increasingly sophisticated methods of attack. We face significant challenges in ensuring that our platform effectively identifies and responds to these advanced and evolving attacks without disrupting our customers' network performance. As a result of the continued rapid innovations in the technology industry, including the rapid growth of smart phones, tablets and other devices and the trend of "bring your own device" in enterprises, we expect the networks of our customers to continue to change rapidly and become more complex.

Table of Contents

We have identified a number of new products and enhancements to our platform that we believe are important to our continued success in the IT security market. For example, in September 2013, we announced the introduction of our latest Web Threat Prevention appliance, the NX 10000, and in December 2013, we released our new SaaS-based Mobile Threat Prevention solution and our solution for small and midsize businesses. There can be no assurance that we will be successful in developing and marketing, on a timely basis, such new products or enhancements or that our new products or enhancements will adequately address the changing needs of the marketplace. In addition, some of our new products and enhancements may require us to develop new hardware architectures that involve complex, expensive and time-consuming research and development processes. Although the market expects rapid introduction of new products and enhancements to respond to new threats, the development of these products and enhancements is difficult and the timetable for commercial release and availability is uncertain, as there can be significant time lags between initial beta releases and the commercial availability of new products and enhancements. We may experience unanticipated delays in the availability of new products and enhancements to our platform and fail to meet customer expectations with respect to the timing of such availability. If we do not quickly respond to the rapidly changing and rigorous needs of our customers by developing, releasing and making available on a timely basis new products and enhancements to our platform that can adequately respond to advanced threats and our customers' needs, our competitive position and business prospects will be harmed. Furthermore, from time to time, we or our competitors may announce new products with capabilities or technologies that could have the potential to replace or shorten the life cycles of our existing products. There can be no assurance that announcements of new products will not cause customers to defer purchasing our existing products.

Additionally, the process of developing new technology is expensive, complex and uncertain. The success of new products and enhancements depends on several factors, including appropriate component costs, timely completion and introduction, differentiation of new products and enhancements from those of our competitors, and market acceptance. To maintain our competitive position, we must continue to commit significant resources to developing new products or enhancements to our platform before knowing whether these investments will be cost-effective or achieve the intended results. There can be no assurance that we will successfully identify new product opportunities, develop and bring new products or enhancements to market in a timely manner, or achieve market acceptance of our platform, or that products and technologies developed by others will not render our platform obsolete or noncompetitive. If we expend significant resources on researching and developing products or enhancements to our platform and such products or enhancements are not successful, our business, financial position and results of operations may be adversely affected.

Disruptions or other business interruptions that affect the availability of our Dynamic Threat Intelligence, or DTI, cloud could adversely impact our customer relationships as well as our overall business.

When a customer purchases one or more of our threat prevention appliances, it must also purchase a subscription to our DTI cloud for a term of either one or three years. Our DTI cloud enables global sharing of threat intelligence uploaded by any of our customers' cloud-connected FireEye appliances. Our data center and networks may experience technical failures and downtime, may fail to distribute appropriate updates, or may fail to meet the increased requirements of a growing customer base, any of which could temporarily or permanently expose our customers' networks, leaving their networks unprotected against the latest security threats. Our customers depend on the continuous availability of our DTI cloud. Our DTI cloud is vulnerable to damage or interruption from a variety of sources, including damage or interruption caused by fire, earthquake, power loss, telecommunications or computer systems failure, cyber attack, human error, terrorist acts and war. There may also be system or network interruptions if new or upgraded systems are defective or not installed properly. Moreover, interruptions in our subscription updates could result in a failure of our DTI cloud to effectively update customers' hardware products and thereby leave our customers more vulnerable to attacks. Interruptions or failures in our service delivery could cause customers to terminate their subscriptions with us, could adversely affect our renewal rates, and could harm our ability to attract new customers. Our business would also be harmed if our customers believe that our DTI cloud is unreliable.

Table of Contents

If we are unable to sell additional products, subscriptions and services, as well as renewals of our subscriptions and services, to our customers, our future revenue and operating results will be harmed.

Our future success depends, in part, on our ability to expand the deployment of our platform with existing customers by selling them additional products, subscriptions and services. This may require increasingly sophisticated and costly sales efforts and may not result in additional sales. In addition, the rate at which our customers purchase additional products, subscriptions and services depends on a number of factors, including the perceived need for additional IT security as well as general economic conditions. If our efforts to sell additional products, subscriptions and services to our customers are not successful, our business may suffer.

Further, existing customers that purchase our platform have no contractual obligation to renew their subscriptions and support and maintenance services after the initial contract period, and given our limited operating history, we may not be able to accurately predict our renewal rates. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including the level of their satisfaction with our platform, our customer support, customer budgets and the pricing of our platform compared with the products and services offered by our competitors. If our customers renew their subscriptions, they may renew for shorter contract lengths or on other terms that are less economically beneficial to us. We cannot assure you that our customers will renew their subscriptions, and if our customers do not renew their subscriptions or renew on less favorable terms, our revenue may grow more slowly than expected, if at all.

We also depend on our installed customer base for future support and maintenance revenue. We offer our support and maintenance agreements for terms that generally range between one and five years. If customers choose not to renew their support and maintenance agreements or seek to renegotiate the terms of their support and maintenance agreements prior to renewing such agreements, our revenue may decline.

If we are unable to increase sales of our platform to large organizations while mitigating the risks associated with serving such customers, our business, financial position and results of operations may suffer.

Our growth strategy is dependent, in part, upon increasing sales of our platform to large enterprises and governments. Sales to large customers involve risks that may not be present (or that are present to a lesser extent) with sales to smaller entities. These risks include:

increased purchasing power and leverage held by large customers in negotiating contractual arrangements with us;

more stringent or costly requirements imposed upon us in our support service contracts with such customers, including stricter support response times and penalties for any failure to meet support requirements;

more complicated implementation processes;

longer sales cycles and the associated risk that substantial time and resources may be spent on a potential customer that ultimately elects not to purchase our platform or purchases less than we hoped;

closer relationships with, and dependence upon, large technology companies who offer competitive products; and

more pressure for discounts and write-offs.

In addition, because security breaches with respect to larger, high-profile enterprises are likely to be heavily publicized, there is increased reputational risk associated with serving such customers. If we are unable to increase sales of our platform to large enterprise and government customers while mitigating the risks associated with serving such customers, our business, financial position and results of operations may suffer.

Table of Contents

Our current research and development efforts may not produce successful products or enhancements to our platform that result in significant revenue, cost savings or other benefits in the near future, if at all.

We must continue to dedicate significant financial and other resources to our research and development efforts if we are to maintain our competitive position. However, developing products and enhancements to our platform is expensive and time consuming, and there is no assurance that such activities will result in significant new marketable products or enhancements to our platform, design improvements, cost savings, revenue or other expected benefits. If we spend significant resources on research and development and are unable to generate an adequate return on our investment, our business and results of operations may be materially and adversely affected.

Real or perceived defects, errors or vulnerabilities in our platform or the failure of our platform to block malware or prevent a security breach could harm our reputation and adversely impact our business, financial position and results of operations.

Because our platform is complex, it has contained and may contain design or manufacturing defects or errors that are not detected until after its deployment by our customers. For example, in the past, we expended time and resources addressing certain manufacturing defects that negatively impacted the ability of certain appliances used in our platform to withstand normal transit. Defects in the functionality of our platform may result in vulnerability to security attacks, cause it to fail to secure networks or temporarily interrupt the networking traffic of our customers. In addition, because the techniques used by computer hackers to access or sabotage networks change frequently and generally are not recognized until launched against a target, there is a risk that an advanced attack could emerge that our platform is unable to detect or prevent. Moreover, as our platform is adopted by an increasing number of enterprises and governments, it is possible that the individuals and organizations behind advanced malware attacks will begin to focus on finding ways to defeat our platform. If this happens, our networks, products, subscriptions and services could be targeted by attacks specifically designed to disrupt our business and undermine the perception that our platform is capable of providing superior IT security, which, in turn, could have a serious impact on our reputation as a provider of virtual machine-based security solutions.

If any of our customers becomes infected with malware after adopting our platform, even if our platform has blocked the theft of any of such customer's data, such customer could nevertheless be disappointed with our platform. Furthermore, if any enterprises or governments that are publicly known to use our platform are the subject of an advanced cyber attack that becomes publicized, our other current or potential customers may look to our competitors for alternatives to our platform. Real or perceived security breaches of our customers' networks could cause disruption or damage to their networks or other negative consequences and could result in negative publicity to us, damage to our reputation, declining sales, increased expenses and customer relations issues. Furthermore, our platform may fail to detect or prevent malware, viruses, worms or similar threats for any number of reasons, including our failure to enhance and expand our platform to reflect industry trends, new technologies and new operating environments, the complexity of the environment of our clients and the sophistication of malware, viruses and other threats. To the extent potential customers or industry analysts believe that the occurrence of such a failure is a flaw or indicates that our products do not provide significant value, our reputation and business could be harmed. Failure to keep pace with technological changes in the IT security industry and changes in the threat landscape could adversely affect our ability to protect against security breaches and could cause us to lose customers.

Any real or perceived defects, errors or vulnerabilities in our platform, or any other failure of our platform to detect an advanced threat, could result in:

a loss of existing or potential customers or channel partners;

delayed or lost revenue;

a delay in attaining, or the failure to attain, market acceptance;

Table of Contents

the expenditure of significant financial and product development resources in efforts to analyze, correct, eliminate, or work around errors or defects, to address and eliminate vulnerabilities, or to identify and ramp up production with alternative third-party manufacturers;

an increase in warranty claims, or an increase in the cost of servicing warranty claims, either of which would adversely affect our gross margins;

harm to our reputation or brand; and

litigation, regulatory inquiries, or investigations that may be costly and further harm our reputation.

We may be unable to protect our intellectual property adequately, which could harm our business, financial condition and results of operations.

We believe that our intellectual property is an essential asset of our business. We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality procedures and contractual provisions, to establish and protect our intellectual property rights in the United States and abroad. The efforts we have taken to protect our intellectual property may not be sufficient or effective, and our trademarks, copyrights and patents may be held invalid or unenforceable. Any U.S. or other patents issued to us may not be sufficiently broad to protect our proprietary technologies, and given the costs of obtaining patent protection, we may choose not to seek patent protection for certain of our proprietary technologies. We may not be effective in policing unauthorized use of our intellectual property, and even if we do detect violations, litigation may be necessary to enforce our intellectual property rights. Any enforcement efforts we undertake, including litigation, could be time-consuming and expensive, could divert management's attention and may result in a court determining that our intellectual property rights are unenforceable. If we are not successful in cost-effectively protecting our intellectual property rights, our business, financial condition and results of operations could be harmed.

Claims by others that we infringe their proprietary technology or other rights could harm our business.

Technology companies frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. In addition, patent holding companies seek to monetize patents they have purchased or otherwise obtained. As we face increasing competition and gain an increasingly higher profile, the possibility of intellectual property rights claims against us grows. From time to time, third parties have asserted, and we expect that third parties will continue to assert, claims of infringement of intellectual property rights against us. For example, we are currently a party to suits by both a practicing and non-practicing entity alleging, among other things, patent infringement, each of which are in the early stages of litigation. Third parties may in the future also assert claims against our customers or channel partners, whom our standard license and other agreements obligate us to indemnify against claims that our products infringe the intellectual property rights of third parties. While we intend to increase the size of our patent portfolio, many of our competitors and others may now and in the future have significantly larger and more mature patent portfolios than we have. In addition, future litigation may involve patent holding companies or other patent owners who have no relevant product offerings or revenue and against whom our own patents may therefore provide little or no deterrence or protection. Any claim of intellectual property infringement by a third party, even a claim without merit, could cause us to incur substantial costs defending against such claim, could distract our management from our business and could require us to cease use of such intellectual property. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by the discovery process.

Although third parties may offer a license to their technology or other intellectual property, the terms of any offered license may not be acceptable, and the failure to obtain a license or the costs associated with any license could cause our business, financial condition and results of

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operations to be materially and adversely affected. In addition, some licenses may be non-exclusive, and therefore our competitors may have access to the same technology licensed to us. If a third party does not offer us a license to its technology or other intellectual property on reasonable terms, or at all, we could be enjoined from continued use of such intellectual property. As

Table of Contents

a result, we may be required to develop alternative, non-infringing technology, which could require significant time (during which we could be unable to continue to offer our affected products, subscriptions or services), effort, and expense and may ultimately not be successful. Furthermore, a successful claimant could secure a judgment or we may agree to a settlement that prevents us from distributing certain products, providing certain subscriptions or performing certain services or that requires us to pay substantial damages, royalties or other fees. Any of these events could harm our business, financial condition and results of operations.

We incorporate technology from third parties into our products, and our inability to obtain or maintain rights to the technology could harm our business.

We incorporate technology from third parties into our products. We cannot be certain that our suppliers and licensors are not infringing the intellectual property rights of third parties or that the suppliers and licensors have sufficient rights to the technology in all jurisdictions in which we may sell our products. Some of our agreements with our suppliers and licensors may be terminated for convenience by them. If we are unable to obtain or maintain rights to any of this technology because of intellectual property infringement claims brought by third parties against our suppliers and licensors or against us, or if we are unable to continue to obtain such technology or enter into new agreements on commercially reasonable terms, our ability to develop and sell products, subscriptions and services containing such technology could be severely limited, and our business could be harmed. Additionally, if we are unable to obtain necessary technology from third parties, including certain sole suppliers, we may be forced to acquire or develop alternative technology, which may require significant time, cost and effort and may be of lower quality or performance standards. This would limit and delay our ability to offer new or competitive products and increase our costs of production. If alternative technology cannot be obtained or developed, we may not be able to offer certain functionality as part of our products, subscriptions and services. As a result, our margins, market share and results of operations could be significantly harmed.

Our products and subscriptions contain third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our products and subscriptions.

Our products and subscriptions contain software modules licensed to us by third-party authors under open source licenses. The use and distribution of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use. If we combine our proprietary software with open source software in a certain manner, we could, under certain open source licenses, be required to release the source code of our proprietary software to the public. This would allow our competitors to create similar products with lower development effort and time and ultimately could result in a loss of sales for us.

Although we monitor our use of open source software to avoid subjecting our products and subscriptions to conditions, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in ways that could impose unanticipated conditions or restrictions on our ability to commercialize products and subscriptions incorporating such software. Moreover, we cannot assure you that our processes for controlling our use of open source software in our products and subscriptions will be effective. From time to time, we may face claims from third parties asserting ownership of, or demanding release of, the open source software or derivative works that we developed using such software (which could include our proprietary source code), or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue offering our products on terms that are not economically feasible, to re-engineer our products, to discontinue the sale of our products if re-engineering could not be accomplished on a timely or cost-effective basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, results of operations and financial condition.

Table of Contents

We rely on our management team and other key employees and will need additional personnel to grow our business, and the loss of one or more key employees or our inability to attract and retain qualified personnel could harm our business.

Our future success is substantially dependent on our ability to attract, retain and motivate the members of our management team and other key employees throughout our organization, including key employees obtained through our recent acquisition of Mandiant. Competition for highly skilled personnel is intense, especially in the San Francisco Bay Area and the Washington D.C. Area, where we have a substantial presence and need for highly skilled personnel. We may not be successful in attracting qualified personnel to fulfill our current or future needs. Our competitors may be successful in recruiting and hiring members of our management team or other key employees, and it may be difficult for us to find suitable replacements on a timely basis, on competitive terms, or at all. Also, to the extent we hire employees from mature public companies with significant financial resources, we may be subject to allegations that such employees have been improperly solicited, or that they have divulged proprietary or other confidential information or that their former employers own such employees' inventions or other work product.

In addition, we believe that it is important to establish and maintain a corporate culture that facilitates the maintenance and transfer of institutional knowledge within our organization and also fosters innovation, teamwork, a passion for customers and a focus on execution. Our Chief Executive Officer, our Chief Operating Officer and certain other key members of our management and finance teams have only been working together for a relatively short period of time. If we are not successful in integrating these key employees into our organization, such failure could delay or hinder our product development efforts and the achievement of our strategic objectives, which could adversely affect our business, financial condition and results of operations.

Our employees, including our executive officers, work for us on an at-will basis, which means they may terminate their employment with us at any time. We do not maintain key person life insurance policies on any of our key employees. If one or more of our key employees resigns or otherwise ceases to provide us with their service, our business could be harmed.

If we are unable to maintain successful relationships with our channel partners and technology alliance partners, or if our channel partners or technology alliance partners fail to perform, our ability to market, sell and distribute our platform will be limited, and our business, financial position and results of operations will be harmed.

In addition to our direct sales force, we rely on our indirect channel partners to sell and support our platform. We derive a substantial portion of our revenue from sales of our products through our indirect channel, and we expect that sales through channel partners will continue to be a significant percentage of our revenue. We also partner with our technology alliance partners to design go-to-market strategies that combine our platform with products or services provided by our technology alliance partners.

Our agreements with our channel partners and our technology alliance partners are generally non-exclusive, meaning our partners may offer customers products from several different companies, including products that compete with ours. If our channel partners do not effectively market and sell our platform, choose to use greater efforts to market and sell their own products or those of our competitors, or fail to meet the needs of our customers, our ability to grow our business and sell our platform may be adversely affected. Our channel partners and technology alliance partners may cease marketing our platform with limited or no notice and with little or no penalty, and new channel partners require extensive training and may take several months or more to achieve productivity. The loss of a substantial number of our channel partners, our possible inability to replace them, or the failure to recruit additional channel partners could materially and adversely affect our results of operations. In addition, sales by channel partners are more likely than direct sales to involve collectability concerns, particularly in developing markets. Our channel partner structure could also subject us to lawsuits or reputational harm if, for example, a channel partner misrepresents the functionality of our platform to customers or violates applicable laws or our corporate policies.

Table of Contents

Our ability to achieve revenue growth in the future will depend in part on our success in maintaining successful relationships with our channel partners, and to train our channel partners to independently sell and deploy our platform. If we are unable to maintain our relationships with these channel partners or otherwise develop and expand our indirect sales channel, or if our channel partners fail to perform, our business, financial position and results of operations could be adversely affected.

Because we depend on a limited number of manufacturers to build the appliances used in our platform, we are susceptible to manufacturing delays and pricing fluctuations that could prevent us from shipping customer orders on time, or on a cost-effective basis, which may result in the loss of sales and customers.

We depend on a limited number of third-party manufacturers, primarily Flextronics Telecom Systems, Ltd., as sole source manufacturers for our appliances used in our platform. Our reliance on a limited number of third-party manufacturers reduces our control over the manufacturing process and exposes us to risks, including reduced control over quality assurance, product costs, and product supply and timing. Any manufacturing disruption by these third-party manufacturers could severely impair our ability to fulfill orders on time. If we are unable to manage our relationships with these third-party manufacturers effectively, or if these manufacturers suffer delays or disruptions for any reason, experience increased manufacturing lead-times, capacity constraints or quality control problems in their manufacturing operations, or fail to meet our future requirements for timely delivery, our ability to ship products to our customers would be severely impaired, and our business and results of operations would be harmed.

In addition, we may be deemed to manufacture or contract to manufacture products that contain certain minerals that have been designated as conflict minerals under the Dodd-Frank Wall Street Reform and Consumer Protection Act. As a result, in future periods, we may be required to diligence the origin of such minerals and disclose and report whether or not such minerals originated in the Democratic Republic of the Congo or adjoining countries. The implementation of these new requirements could adversely affect the sourcing, availability, and pricing of minerals used in the manufacture of our products. In addition, we may incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products.

Our third-party manufacturers typically fulfill our supply requirements on the basis of individual orders. We are subject to a risk of supply shortages and changes in pricing terms because we do not have long-term contracts with our third-party manufacturers that guarantee capacity, the continuation of particular pricing terms or the extension of credit limits. Our contract with our primary manufacturer permits it to terminate such contract at its convenience, subject to prior notice requirements. Any production interruptions for any reason, such as a natural disaster, epidemic, capacity shortages, or quality problems at one of our manufacturing partners would negatively affect sales of our products and adversely impact our business and results of operations.

We rely on revenue from subscriptions and service contracts, and because we recognize revenue from subscriptions and service contracts over the term of the relevant subscription or service period, downturns or upturns in sales are not immediately reflected in full in our results of operations.

Subscription and services revenue accounts for a significant portion of our total revenue, comprising 26%, 37% and 45% of total revenue for 2011, 2012 and 2013, respectively. Sales of new or renewal subscription and service contracts may decline or fluctuate as a result of a number of factors, including customers' level of satisfaction with our products and subscriptions, the prices of our products and subscriptions, the prices of products and subscriptions offered by our competitors or reductions in our customers' spending levels. If our sales of new or renewal subscription and service contracts decline, our revenue and revenue growth may decline and adversely affect our business. In addition, we recognize subscription and service revenue ratably over the term of the relevant service period, which is generally between one to five years. As a result, much of the subscription and service revenue we report each quarter is derived from subscription and service contracts that we sold in prior quarters. Consequently, a decline in new or renewed subscription or service contracts in any one

Table of Contents

quarter will not be fully reflected in revenue in that quarter but will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in new or renewed sales of our subscriptions or services is not reflected in full in our results of operations until future periods. Also, it is difficult for us to rapidly increase our subscription revenue through additional sales in any period, as revenue from new and renewal subscription contracts must be recognized ratably over the applicable service period. Furthermore, any increases in the average term of subscriptions contracts would result in revenue for those subscription contracts being recognized over longer periods of time.

U.S. federal, state and local government sales are subject to a number of challenges and risks that may adversely impact our business.

Sales to U.S. federal, state, and local governmental agencies have in the past accounted for, and may in the future account for, a significant portion of our revenue. Sales to such government entities are subject to the following risks:

selling to governmental agencies can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense without any assurance that such efforts will generate a sale;

government certification requirements applicable to our products may change and in doing so restrict our ability to sell into the U.S. federal government sector until we have attained the revised certification;

government demand and payment for our products and services may be impacted by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our products and services;

we sell our platform to governmental agencies through our indirect channel partners, and these agencies may have statutory, contractual or other legal rights to terminate contracts with our distributors and resellers for convenience or due to a default, and any such termination may adversely impact our future results of operations;

governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government refusing to continue buying our platform, which would adversely impact our revenue and results of operations, or institute fines or civil or criminal liability if the audit uncovers improper or illegal activities; and

governments may require certain products to be manufactured in the United States and other relatively high-cost manufacturing locations, and we may not manufacture all products in locations that meet these requirements, affecting our ability to sell these products to governmental agencies.

Our ability to maintain customer satisfaction depends in part on the quality of our professional service organization and technical and other support services, including the quality of the support provided on our behalf by certain channel partners. Failure to maintain high-quality customer support could have a material adverse effect on our business, financial condition and results of operations.

Once our platform is deployed within our customers' networks, our customers depend on our technical and other support services, as well as the support of our channel partners, to resolve any issues relating to the implementation and maintenance of our platform. If we or our channel partners do not effectively assist our customers in deploying our platform, succeed in helping our customers quickly resolve post-deployment issues, or provide effective ongoing support, our ability to sell additional products, subscriptions or services as part of our platform to existing customers would be adversely affected and our reputation with potential customers could be damaged. Many larger organizations have more complex networks and require higher levels of support than smaller customers. If we fail to meet the requirements of our larger customers, it

may be more difficult to execute on our strategy of upselling and cross selling with these customers. Additionally, if our channel partners do not

Table of Contents

effectively provide support to the satisfaction of our customers, we may be required to provide this level of support to those customers, which would require us to hire additional personnel and to invest in additional resources. We are also in the process of expanding our professional services organization. It can take significant time and resources to recruit, hire, and train qualified technical support and professional services employees. We may not be able to hire such resources fast enough to keep up with demand, particularly when the sales of our platform exceed our internal forecasts. To the extent that we or our channel partners are unsuccessful in hiring, training, and retaining adequate support resources, our ability and the ability of our channel partners to provide adequate and timely support to our customers will be negatively impacted, and our customers' satisfaction with our platform will be adversely affected. Additionally, to the extent that we need to rely on our sales engineers to provide post-sales support while we are ramping our professional services organization, our sales productivity will be negatively impacted, which would harm our results of operations.

The sales prices of our products, subscriptions and services may decrease, which may reduce our gross profits and adversely impact our financial results.

The sales prices for our products, subscriptions and services may decline for a variety of reasons, including competitive pricing pressures, discounts, a change in our mix of products and subscriptions, anticipation of the introduction of new products or subscriptions, or promotional programs. Competition continues to increase in the market segments in which we participate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse product and service offerings may reduce the price of products or subscriptions that compete with ours or may bundle them with other products and subscriptions. Additionally, although we price our products and subscriptions worldwide in U.S. dollars, currency fluctuations in certain countries and regions may negatively impact actual prices that partners and customers are willing to pay in those countries and regions. Furthermore, we anticipate that the sales prices and gross profits for our products will decrease over product life cycles. We cannot assure you that we will be successful in developing and introducing new offerings with enhanced functionality on a timely basis, or that our new product and subscription offerings, if introduced, will enable us to maintain our prices and gross profits at levels that will allow us to maintain positive gross margins and achieve profitability.

Managing the supply of our products and their components is complex. Insufficient supply and inventory may result in lost sales opportunities or delayed revenue, while excess inventory may harm our gross margins.

Our third-party manufacturers procure components and build our products based on our forecasts, and we generally do not hold inventory for a prolonged period of time. These forecasts are based on estimates of future demand for our products, which are in turn based on historical trends and analyses from our sales and marketing organizations, adjusted for overall market conditions. In order to reduce manufacturing lead times and plan for adequate component supply, from time to time we may issue forecasts for components and products that are non-cancelable and non-returnable.

Our inventory management systems and related supply chain visibility tools may be inadequate to enable us to make accurate forecasts and effectively manage the supply of our products and product components. Supply management remains an area of increasing focus as we balance the need to maintain supply levels that are sufficient to ensure competitive lead times against the risk of obsolescence because of rapidly changing technology and customer requirements. If we ultimately determine that we have excess supply, we may have to reduce our prices and write-down inventory, which in turn could result in lower gross margins. Alternatively, insufficient supply levels may lead to shortages that result in delayed revenue or loss of sales opportunities altogether as potential customers turn to competitors' products that may be readily available. Additionally, any increases in the time required to manufacture or ship our products could result in supply shortfalls. If we are unable to effectively manage our supply and inventory, our results of operations could be adversely affected.

Table of Contents

Because some of the key components in our products come from limited sources of supply, we are susceptible to supply shortages or supply changes, which could disrupt or delay our scheduled product deliveries to our customers and may result in the loss of sales and customers.

Our platform relies on key components, including a motherboard and chassis, which our third-party manufacturers purchase on our behalf from a sole source provider. The manufacturing operations of some of our component suppliers are geographically concentrated in Asia, which makes our supply chain vulnerable to regional disruptions. A localized health risk affecting employees at these facilities, such as the spread of a pandemic influenza, could impair the total volume of components that we are able to obtain, which could result in substantial harm to our results of operations. Similarly, a fire, flood, earthquake, tsunami or other disaster, condition or event such as political instability, civil unrest or a power outage that adversely affects any of these component suppliers' facilities could significantly affect our ability to obtain the components needed for our products, which could result in a substantial loss of sales and revenue and a substantial harm to our results of operations.

We do not have volume purchase contracts with any of our component suppliers, and they could cease selling to us at any time. In addition, our component suppliers change their selling prices frequently in response to market trends, including industry-wide increases in demand, and because we do not have contracts with these suppliers, we are susceptible to price fluctuations related to raw materials and components. If we are unable to pass component price increases along to our customers or maintain stable pricing, our gross margins and results of operations could be negatively impacted. If we are unable to obtain a sufficient quantity of these components in a timely manner for any reason, sales of our products could be delayed or halted or we could be forced to expedite shipment of such components or our products at dramatically increased costs, which would negatively impact our revenue and gross margins. Additionally, poor quality in any of the sole-sourced components in our products could result in lost sales or lost sales opportunities. If the quality of the components does not meet our or our customers' requirements, if we are unable to obtain components from our existing suppliers on commercially reasonable terms, or if any of our sole source providers cease to remain in business or continue to manufacture such components, we could be forced to redesign our products and qualify new components from alternate suppliers. The resulting stoppage or delay in selling our products and the expense of redesigning our products could result in lost sales opportunities and damage to customer relationships, which would adversely affect our business and results of operations.

Our failure to adequately protect personal information could have a material adverse effect on our business.

A wide variety of provincial, state, national, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data. These data protection and privacy-related laws and regulations are evolving and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. Our failure to comply with applicable laws and regulations, or to protect such data, could result in enforcement action against us, including fines, imprisonment of company officials and public censure, claims for damages by customers and other affected individuals, damage to our reputation and loss of goodwill (both in relation to existing customers and prospective customers), any of which could have a material adverse effect on our operations, financial performance and business. Evolving and changing definitions of personal data and personal information within the European Union, the United States, and elsewhere, especially relating to classification of IP addresses, machine identification, location data and other information, may limit or inhibit our ability to operate or expand our business, including limiting technology alliance partners that may involve the sharing of data. Even the perception of privacy concerns, whether or not valid, may harm our reputation and inhibit adoption of our products by current and future customers.

If the general level of advanced cyber attacks declines, or is perceived by our current or potential customers to have declined, our business could be harmed.

Our business is substantially dependent on enterprises and governments recognizing that advanced cyber attacks are pervasive and are not effectively prevented by legacy security solutions. High visibility attacks on prominent enterprises and governments have increased market awareness of the problem of advanced cyber

Table of Contents

attacks and help to provide an impetus for enterprises and governments to devote resources to protecting against advanced cyber attacks, such as testing our platform, purchasing it, and broadly deploying it within their organizations. If advanced cyber attacks were to decline, or enterprises or governments perceived that the general level of advanced cyber attacks have declined, our ability to attract new customers and expand our offerings within existing customers could be materially and adversely affected. A reduction in the threat landscape could increase our sales cycles and harm our business, results of operations and financial condition.

Our technology alliance partnerships expose us to a range of business risks and uncertainties that could have a material adverse impact on our business and financial results.

We have entered, and intend to continue to enter, into technology alliance partnerships with third parties to support our future growth plans. Such relationships include technology licensing, joint technology development and integration, research cooperation, co-marketing activities and sell-through arrangements. We face a number of risks relating to our technology alliance partnerships that could prevent us from realizing the desired benefits from such partnerships on a timely basis or at all, which, in turn, could have a negative impact on our business and financial results.

Technology alliance partnerships require significant coordination between the parties involved, particularly if a partner requires that we integrate its products with our products. This could involve a significant commitment of time and resources by our technical staff and their counterparts within our technology alliance partner. The integration of products from different companies may be more difficult than we anticipate, and the risk of integration difficulties, incompatible products and undetected programming errors or defects may be higher than the risks normally associated with the introduction of new products. It may also be more difficult to market and sell products developed through technology alliance partnerships than it would be to market and sell products that we develop on our own. Sales and marketing personnel may require special training, as the new products may be more complex than our other products.

We invest significant time, money and resources to establish and maintain relationships with our technology alliance partners, but we have no assurance that any particular relationship will continue for any specific period of time. Generally, our agreements with these technology alliance partners are terminable without cause with no or minimal notice or penalties. If we lose a significant technology alliance partner, we could lose the benefit of our investment of time, money and resources in the relationship. In addition, we could be required to incur significant expenses to develop a new strategic alliance or to determine and implement an alternative plan to pursue the opportunity that we targeted with the former partner.

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below the expectations of securities analysts and investors, resulting in a decline in our stock price.

The preparation of financial statements in conformity with generally accepted accounting principles, or GAAP, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in our stock price. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to assets, liabilities, revenue, expenses and related disclosures.

Table of Contents

We are exposed to the credit risk of some of our distributors and resellers and to credit exposure in weakened markets, which could result in material losses.

Most of our sales are on an open credit basis. Although we have programs in place that are designed to monitor and mitigate these risks, we cannot assure you these programs will be effective in reducing our credit risks, especially as we expand our business internationally. If we are unable to adequately control these risks, our business, results of operations and financial condition could be harmed.

Our failure to raise additional capital or generate the significant capital necessary to expand our operations and invest in new products could reduce our ability to compete and could harm our business.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new products and enhancements to our platform, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional equity financing, our stockholders may experience significant dilution of their ownership interests and the per share value of our common stock could decline. Furthermore, if we engage in debt financing, the holders of debt would have priority over the holders of common stock, and we may be required to accept terms that restrict our ability to incur additional indebtedness. We may also be required to take other actions that would otherwise be in the interests of the debt holders and force us to maintain specified liquidity or other ratios, any of which could harm our business, results of operations, and financial condition. If we need additional capital and cannot raise it on acceptable terms, we may not be able to, among other things:

develop or enhance our products and subscriptions;

continue to expand our sales and marketing and research and development organizations;

acquire complementary technologies, products or businesses;

expand operations, in the United States or internationally;

hire, train and retain employees; or

respond to competitive pressures or unanticipated working capital requirements.

Our failure to do any of these things could harm our business, financial condition and results of operations.

If our products do not effectively interoperate with our customers' IT infrastructure, installations could be delayed or cancelled, which would harm our business.

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Our products must effectively interoperate with our customers' existing or future IT infrastructure, which often has different specifications, utilizes multiple protocol standards, deploys products from multiple vendors, and contains multiple generations of products that have been added over time. As a result, when problems occur in a network, it may be difficult to identify the sources of these problems. If we find errors in the existing software or defects in the hardware used in our customers' infrastructure or problematic network configurations or settings, we may have to modify our software or hardware so that our products will interoperate with our customers' infrastructure. In such cases, our products may be unable to provide significant performance improvements for applications deployed in our customers' infrastructure. These issues could cause longer installation times for our products and could cause order cancellations, either of which would adversely affect our business, results of operations and financial condition. In addition, government and other customers may require our products to comply with certain security or other certifications and standards. If our products are late in achieving or fail to achieve compliance with these certifications and standards, or our competitors achieve compliance with these certifications and standards, we may be disqualified from selling our products to such customers, or may otherwise be at a competitive disadvantage, either of which would harm our business, results of operations, and financial condition.

Table of Contents

Failure to comply with governmental laws and regulations could harm our business.

Our business is subject to regulation by various U.S. federal, state, local and foreign governments. In certain jurisdictions, these regulatory requirements may be more stringent than those in the United States. Noncompliance with applicable regulations or requirements could subject us to investigations, sanctions, mandatory product recalls, enforcement actions, disgorgement of profits, fines, damages, civil and criminal penalties, injunctions or other collateral consequences. If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, results of operations, and financial condition could be materially adversely affected. In addition, responding to any action will likely result in a significant diversion of management's attention and resources and an increase in professional fees. Enforcement actions and sanctions could harm our business, results of operations and financial condition.

We generate a significant amount of revenue from sales to resellers, distributors and customers outside of the United States, and we are therefore subject to a number of risks associated with international sales and operations.

We have a limited history of marketing, selling, and supporting our platform internationally. As a result, we must hire and train experienced personnel to staff and manage our foreign operations. To the extent that we experience difficulties in recruiting, training, managing, and retaining international employees, particularly managers and other members of our international sales team, we may experience difficulties in sales productivity in foreign markets. We also enter into strategic distributor and reseller relationships with companies in certain international markets where we do not have a local presence. If we are not able to maintain successful strategic distributor relationships with our international channel partners or recruit additional channel partners, our future success in these international markets could be limited. Business practices in the international markets that we serve may differ from those in the United States and may require us to include non-standard terms in customer contracts, such as extended payment or warranty terms. To the extent that we enter into customer contracts in the future that include non-standard terms related to payment, warranties, or performance obligations, our results of operations may be adversely impacted.

Additionally, our international sales and operations are subject to a number of risks, including the following:

greater difficulty in enforcing contracts and managing collections, as well as longer collection periods;

higher costs of doing business internationally, including costs incurred in establishing and maintaining office space and equipment for our international operations;

fluctuations in exchange rates between the U.S. dollar and foreign currencies in markets where we do business;

management communication and integration problems resulting from cultural and geographic dispersion;

risks associated with trade restrictions and foreign legal requirements, including any importation, certification, and localization of our platform that may be required in foreign countries;

greater risk of unexpected changes in regulatory practices, tariffs, and tax laws and treaties;

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compliance with anti-bribery laws, including, without limitation, compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended, the U.S. Travel Act and the UK Bribery Act 2010, violations of which could lead to significant fines, penalties and collateral consequences for our company;

heightened risk of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, or irregularities in, financial statements;

the uncertainty of protection for intellectual property rights in some countries;

Table of Contents

general economic and political conditions in these foreign markets;

foreign exchange controls that might prevent us from repatriating cash earned outside the United States;

political and economic instability in some countries; and

double taxation of our international earnings and potentially adverse tax consequences due to changes in the tax laws of the United States or the foreign jurisdictions in which we operate.

These and other factors could harm our ability to generate future international revenue and, consequently, materially impact our business, results of operations and financial condition.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations.

Our sales contracts are denominated in U.S. dollars, and therefore our revenue is not subject to foreign currency risk. However, a strengthening of the U.S. dollar could increase the real cost of our products, subscriptions and services to our customers outside of the United States, which could adversely affect our financial condition and results of operations. In addition, we are incurring an increasing portion of our operating expenses outside the United States. These expenses are denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates. We do not currently hedge against the risks associated with currency fluctuations but may do so in the future.

We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.

Our products are subject to U.S. export controls, specifically the Export Administration Regulations and economic sanctions enforced by the Office of Foreign Assets Control. We incorporate standard encryption algorithms into our products, which, along with the underlying technology, may be exported outside of the U.S. only with the required export authorizations, including by license, license exception or other appropriate government authorizations, which may require the filing of an encryption registration and classification request. Furthermore, U.S. export control laws and economic sanctions prohibit the shipment of certain products and services to countries, governments, and persons targeted by U.S. sanctions. While we have taken precautions to prevent our products and services from being exported in violation of these laws, in certain instances in the past we shipped our encryption products prior to obtaining the required export authorizations and/or submitting the required requests, including a classification request and request for an encryption registration number, resulting in an inadvertent violation of U.S. export control laws. As a result, in February 2013, we filed a Voluntary Self Disclosure with the U.S. Department of Commerce's Bureau of Industry and Security, or BIS, concerning these potential violations. In June 2013, BIS notified us that it had completed its review of this matter and closed its review with the issuance of a warning letter. No monetary penalties were assessed. Even though we take precautions to ensure that our channel partners comply with all relevant regulations, any failure by our channel partners to comply with such regulations could have negative consequences, including reputational harm, government investigations and penalties.

In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products or could limit our customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products into international markets, prevent our customers with international operations from deploying our products globally or, in some cases, prevent the export or import of our products to certain countries, governments or persons altogether. Any change in export or import regulations, economic

sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such

Table of Contents

regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Any decreased use of our products or limitation on our ability to export or sell our products would likely adversely affect our business, financial condition and results of operations.

Our business is subject to the risks of earthquakes, fire, power outages, floods and other catastrophic events, and to interruption by man-made problems such as terrorism.

A significant natural disaster, such as an earthquake, a fire, a flood, or significant power outage could have a material adverse impact on our business, results of operations, and financial condition. Our corporate headquarters and servers hosting our cloud services are located in California, a region known for seismic activity. In addition, natural disasters could affect our supply chain, manufacturing vendors, or logistics providers' ability to provide materials and perform services such as manufacturing products or assisting with shipments on a timely basis. In the event that our or our service providers' information technology systems or manufacturing or logistics abilities are hindered by any of the events discussed above, shipments could be delayed, resulting in missed financial targets, such as revenue and shipment targets, for a particular quarter. In addition, acts of terrorism and other geo-political unrest could cause disruptions in our business or the business of our supply chain, manufacturers, logistics providers, partners, or customers or the economy as a whole. Any disruption in the business of our supply chain, manufacturers, logistics providers, partners or end-customers that impacts sales at the end of a fiscal quarter could have a significant adverse impact on our financial results. All of the aforementioned risks may be further increased if the disaster recovery plans for us and our suppliers prove to be inadequate. To the extent that any of the above should result in delays or cancellations of customer orders, or the delay in the manufacture, deployment or shipment of our products, our business, financial condition and results of operations would be adversely affected.

If we fail to comply with environmental requirements, our business, financial condition, results of operations and reputation could be adversely affected.

We are subject to various environmental laws and regulations including laws governing the hazardous material content of our products and laws relating to the collection and recycling of electrical and electronic equipment. Examples of these laws and regulations include the European Union, or EU, Restrictions on the Use of certain Hazardous Substances in Electronic Equipment Directive and the EU Waste Electrical and Electronic Equipment Directive as well as the implementing legislation of the EU member states. Similar laws and regulations have been passed or are pending in China, South Korea and Japan and may be enacted in other regions, including in the United States, and we are, or may in the future be, subject to these laws and regulations.

Our failure to comply with past, present, and future laws could result in reduced sales of our products, substantial product inventory write-offs, reputational damage, penalties, and other sanctions, any of which could harm our business and financial condition. We also expect that our products will be affected by new environmental laws and regulations on an ongoing basis. To date, our expenditures for environmental compliance have not had a material impact on our results of operations or cash flows, and although we cannot predict the future impact of such laws or regulations, they will likely result in additional costs and may increase penalties associated with violations or require us to change the content of our products or how they are manufactured, which could have a material adverse effect on our business, results of operations and financial condition.

The enactment of legislation implementing changes in the U.S. taxation of international business activities or the adoption of other tax reform policies could materially impact our financial position and results of operations.

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Recent changes to U.S. tax laws, including limitations on the ability of taxpayers to claim and utilize foreign tax credits and the deferral of certain tax deductions until earnings outside of the United States are repatriated to the United States, as well as changes to U.S. tax laws that may be enacted in the future, could impact the tax

Table of Contents

treatment of our foreign earnings. Due to expansion of our international business activities, any changes in the U.S. taxation of such activities may increase our worldwide effective tax rate and adversely affect our financial condition and operating results.

If we do not achieve increased tax benefits as a result of our new corporate structure, our operating results and financial condition may be negatively impacted.

We generally conduct our international operations through wholly-owned subsidiaries and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. We recently completed the reorganization of our corporate structure and intercompany relationships to more closely align our corporate organization with the expansion of our international business activities. Although we anticipate achieving a reduction in our overall effective tax rate in the future as a result of this new corporate structure, we may not realize any benefits. Our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position were not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. In addition, if the intended tax treatment of our new corporate structure is not accepted by the applicable taxing authorities, changes in tax law negatively impact the structure or we do not operate our business consistent with the structure and applicable tax laws and regulations, we may fail to achieve any tax advantages as a result of the new corporate structure, and our future operating results and financial condition may be negatively impacted.

We could be subject to additional tax liabilities.

We are subject to U.S. federal, state, local and sales taxes in the United States and foreign income taxes, withholding taxes and transaction taxes in numerous foreign jurisdictions. Significant judgment is required in evaluating our tax positions and our worldwide provision for taxes. During the ordinary course of business, there are many activities and transactions for which the ultimate tax determination is uncertain. In addition, our tax obligations and effective tax rates could be adversely affected by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations, including those relating to income tax nexus, by recognizing tax losses or lower than anticipated earnings in jurisdictions where we have lower statutory rates and higher than anticipated earnings in jurisdictions where we have higher statutory rates, by changes in foreign currency exchange rates, or by changes in the valuation of our deferred tax assets and liabilities. We may be audited in various jurisdictions, and such jurisdictions may assess additional taxes, sales taxes and value-added taxes against us. Although we believe our tax estimates are reasonable, the final determination of any tax audits or litigation could be materially different from our historical tax provisions and accruals, which could have a material adverse effect on our operating results or cash flows in the period or periods for which a determination is made.

Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.

In general, under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an ownership change is subject to limitations on its ability to utilize its pre-change net operating losses, or NOLs, to offset future taxable income. Our existing NOLs may be subject to limitations arising from previous ownership changes. Future changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Code and adversely affect our ability to utilize our NOLs in the future. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. There is also a risk that due to regulatory changes, such as suspensions on the use of NOLs, or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities. For these reasons, we may not be able to utilize a material portion of the NOLs reflected on our balance sheet, even if we attain profitability.

Table of Contents

Risks Related to this Offering and Ownership of Our Common Stock

We may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which would cause our stock price to decline.

We have provided and may continue to provide guidance about our business and future operating results. In developing this guidance, our management must make certain assumptions and judgments about our future performance. Our business results may vary significantly from such guidance due to a number of factors, many of which are outside of our control and which could adversely affect our operations and operating results. Furthermore, if our publicly announced guidance of future operating results fails to meet expectations of securities analysts, investors or other interested parties, the price of our common stock would decline.

The price of our common stock has been and may continue to be volatile, and the value of your investment could decline.

The trading price of our common stock has been volatile since our initial public offering and is likely to continue to be volatile. Since the date of our initial public offering, the closing price of our common stock has ranged from \$33.36 to \$43.69 through December 31, 2013, and the last reported sale price on February 28, 2014 was \$85.64. The trading price of our common stock may fluctuate widely in response to various factors, some of which are beyond our control. These factors include:

announcements of new products, services or technologies, commercial relationships, acquisitions or other events by us or our competitors;

changes in how customers perceive the effectiveness of our platform in protecting against advanced cyber attacks or other reputational harm;

publicity concerning cyber attacks in general or high profile cyber attacks against specific organizations;

price and volume fluctuations in the overall stock market from time to time;

significant volatility in the market price and trading volume of technology companies in general and of companies in the IT security industry in particular;

fluctuations in the trading volume of our shares or the size of our public float;

actual or anticipated changes or fluctuations in our results of operations;

whether our results of operations and, in particular, our revenue growth rates meet the expectations of securities analysts or investors;

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actual or anticipated changes in the expectations of investors or securities analysts, whether as a result of our forward-looking statements, our failure to meet such expectations or otherwise;

litigation involving us, our industry, or both;

regulatory developments in the United States, foreign countries or both;

general economic conditions and trends;

major catastrophic events;

sales of large blocks of our common stock; or

departures of key personnel.

In addition, if the market for technology stocks or the stock market in general experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, results of operations or financial condition. The trading price of our common stock might also decline in reaction to events

Table of Contents

that affect other companies in our industry even if these events do not directly affect us. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. If our stock price is volatile, we may become the target of securities litigation. Securities litigation could result in substantial costs and divert our management's attention and resources from our business. This could have a material adverse effect on our business, results of operations and financial condition.

Sales of substantial amounts of our common stock in the public markets, or the perception that such sales might occur, could reduce the price that our common stock might otherwise attain and may dilute your voting power and your ownership interest in us.

Sales of a substantial number of shares of our common stock in the public market after this offering, or the perception that such sales could occur, could adversely affect the market price of our common stock and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate. Based on the total number of outstanding shares of our common stock as of December 31, 2013, upon completion of this offering, we will have 144,136,573 shares of common stock outstanding, assuming no exercise of our outstanding options or vesting of our outstanding restricted stock units after December 31, 2013, other than 796,846 shares to be sold in this offering by certain selling stockholders upon the exercise of vested stock options and the vesting of restricted stock units.

Upon completion of this offering, all 17,450,000 shares of common stock sold in our initial public offering and all 5,582,215 shares of common stock sold in this offering by us and any shares sold upon the exercise of the underwriters' over-allotment option will be freely tradable in the public market without restriction or further registration under the Securities Act, unless these shares are held by affiliates, as that term is defined in Rule 144 under the Securities Act. In addition, Morgan Stanley & Co. LLC and Goldman, Sachs & Co., representatives of the underwriters for our initial public offering, have consented to the release of the lock-up restrictions with respect to 8,417,785 shares of common stock to be sold in this offering by the selling stockholders, including certain of our directors, executive officers and employees, who executed lock-up agreements with the underwriters that are scheduled to expire on March 19, 2014. The release will take effect on the pricing of this offering.

As a result of the lock-up agreements described in *Shares Eligible for Future Sale* and *Underwriters*, the remaining shares of our common stock will be available for sale in the public market at various times as follows, subject to the provisions of Rules 144 and 701 under the Securities Act and, where applicable, compliance with our insider trading policy:

14,664,639 shares will be eligible for sale in the public market on March 19, 2014 upon the expiration of lock-up agreements entered into in connection with our initial public offering;

95,610,568 shares will be eligible for sale in the public market upon the expiration of the lock-up agreements entered into in connection with this offering, assuming the prior effectiveness of the resale registration statement for former stockholders of Mandiant (as described under *Shares Eligible for Future Sale* *Resale Rights for Former Stockholders of Mandiant*); and

1,927 shares will be eligible for sale in the public market on June 30, 2014.

The remaining restricted securities will continue to be held in escrow subject to the terms and conditions of the merger agreement governing our acquisition of Mandiant.

In addition, holders of up to approximately 84,310,480 shares of our common stock, or 58.5% of our total outstanding common stock, based on shares outstanding as of December 31, 2013, will be entitled to rights with respect to registration of these shares under the Securities Act

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pursuant to an investors rights agreement. If these holders of our common stock, by exercising their registration rights, sell a large number of shares, they could

Table of Contents

adversely affect the market price for our common stock. If we file a registration statement for the purpose of selling additional shares of common stock to raise capital and are required to include shares held by these holders pursuant to the exercise of their registration rights, our ability to raise capital may be impaired. Furthermore, all of our executive officers and certain of our directors have adopted, and other directors may in the future adopt, written plans, known as Rule 10b5-1 Plans, under which they have contracted, or may in the future contract, with a broker to sell shares of our common stock on a periodic basis to diversify their assets and investments. Sales of substantial amounts of our common stock in the public markets following the release of the lock-ups or otherwise, including, but not limited to, sales made by our executive officers and directors pursuant to Rule 10b5-1 Plans, or the perception that these sales could occur, could cause the market price of our common stock to decline.

The issuance of additional stock in connection with financings, acquisitions, investments, our stock incentive plans or otherwise will dilute all other stockholders.

Our amended and restated certificate of incorporation authorizes us to issue up to 1,000,000,000 shares of common stock and up to 100,000,000 shares of preferred stock with such rights and preferences as may be determined by our board of directors. Subject to compliance with applicable rules and regulations, we may issue shares of common stock or securities convertible into our common stock from time to time in connection with a financing, acquisition, investment, our stock incentive plans or otherwise. For example, we recently issued approximately 16.9 million shares of common stock and assumed options to purchase approximately 4.6 million shares of our common stock in connection with our acquisition of Mandiant. Any future issuances could result in substantial dilution to our existing stockholders and cause the trading price of our common stock to decline.

Insiders have substantial control over us, which could limit your ability to influence the outcome of key transactions, including a change of control.

Our directors, executive officers and each of our stockholders who, as of January 31, 2014, owned greater than 5% of our outstanding common stock will beneficially own approximately 64.5% of the total outstanding shares of our common stock after the completion of this offering. As a result, these stockholders, if acting together, will be able to influence or control matters requiring approval by our stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our company, could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company and might ultimately affect the market price of our common stock.

We have broad discretion in the use of the net proceeds that we receive in this offering.

Our management will have broad discretion over the specific use of the net proceeds that we receive in this offering and might not be able to obtain a significant return, if any, on investment of these net proceeds. Investors in this offering will need to rely upon the judgment of our management with respect to the use of proceeds. If we do not use the net proceeds that we receive in this offering effectively, our business, results of operations and financial condition could be harmed.

We do not intend to pay dividends for the foreseeable future.

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We have never declared or paid any dividends on our common stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the future. As a result, you may only receive a return on your investment in our common stock if the market price of our common stock increases.

Table of Contents

The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain qualified board members.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the listing requirements of the NASDAQ Stock Market and other applicable securities rules and regulations. Compliance with these rules and regulations has increased and will continue to increase our legal and financial compliance costs, has made and will continue to make some activities more difficult, time-consuming or costly, and has increased and will continue to increase demand on our systems and resources. Among other things, the Exchange Act requires that we file annual, quarterly and current reports with respect to our business and results of operations and maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm our business and results of operations. Although we have already hired additional employees to comply with these requirements, we may need to hire even more employees in the future, which will increase our costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs, and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations, and standards, and this investment will increase our general and administrative expense and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations, and standards are unsuccessful, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

We also expect that being a public company and these new rules and regulations will make it more expensive for us to obtain and maintain director and officer liability insurance, and in the future, we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly to serve on our audit committee and compensation committee.

In addition, as a result of our disclosure obligations as a public company, we have reduced strategic flexibility and are under pressure to focus on short-term results, which may adversely impact our ability to achieve long-term profitability.

We are an emerging growth company, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.

For so long as we remain an emerging growth company, as defined in the Jumpstart Our Business Startups Act, or the JOBS Act, we may take advantage of certain exemptions from various requirements that are applicable to public companies that are not emerging growth companies, including not being required to comply with the independent auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We will remain an emerging growth company until the earliest of (i) the last day of the fiscal year following the fifth anniversary of the completion of our IPO, (ii) the last day of the first fiscal year in which our annual gross revenue is \$1 billion or more, (iii) the date on which we have, during the previous rolling three-year period, issued more than \$1 billion in non-convertible debt securities or (iv) the date on which we are deemed to be a large accelerated filer as

Table of Contents

defined in the Exchange Act. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock, and our stock price may be more volatile and may decline.

As a public company, we are obligated to implement and maintain proper and effective internal control over financial reporting. We may not complete our analysis of our internal control over financial reporting in a timely manner, or these internal controls may not be determined to be effective, which may adversely affect investor confidence in our company and, as a result, the value of our common stock.

As a public company, we are required, pursuant to the Exchange Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for the fiscal year ending December 31, 2014. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting.

We are currently evaluating our internal controls, identifying and remediating deficiencies in those internal controls and documenting the results of our evaluation, testing and remediation. We may not be able to complete our evaluation, testing and any required remediation in a timely fashion. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting that we are unable to remediate before the end of the same fiscal year in which the material weakness is identified, we will be unable to assert that our internal controls are effective. If we are unable to assert that our internal control over financial reporting is effective, or if our auditors, when required, are unable to attest to management's report on the effectiveness of our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports, which would cause the price of our common stock to decline.

As a public company, we are required to disclose material changes made in our internal control and procedures on a quarterly basis. Once we are no longer an emerging growth company, as defined in the JOBS Act, our independent registered public accounting firm will be required to formally attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. To comply with the requirements of being a public company, we may need to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff.

If securities or industry analysts do not publish research or reports about our business, or publish inaccurate or unfavorable research reports about our business, our share price and trading volume could decline.

The trading market for our common stock, to some extent, depends on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us should downgrade our shares or change their opinion of our shares, industry sector or products, our share price would likely decline. If one or more of these analysts ceases coverage of our company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Our charter documents and Delaware law could discourage takeover attempts and lead to management entrenchment.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors who are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include:

a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors;

Table of Contents

the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror;

the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;

a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;

the requirement that a special meeting of stockholders may be called only by our board of directors, the chairperson of our board of directors, our chief executive officer or our president (in the absence of a chief executive officer), which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;

the requirement for the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the management of our business (including our classified board structure) or certain provisions of our amended and restated bylaws, which may inhibit the ability of an acquiror to effect such amendments to facilitate an unsolicited takeover attempt;

the ability of our board of directors to amend the bylaws, which may allow our board of directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquiror to amend the bylaws to facilitate an unsolicited takeover attempt; and

advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of us.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law, which may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a specified period of time.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, including the sections entitled Prospectus Summary, Risk Factors, Use of Proceeds, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Business contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words believe, may, will, potentially, estimate, continue, anticipate, intend, could, would, project, plan, expect, the negative and plural forms of these words and expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements concerning the following:

the evolution of the threat landscape facing our customers and prospects;

our ability to educate the market regarding the advantages of our virtual machine-based security solution;

our ability to maintain an adequate rate of revenue growth;

our future financial and operating results;

our business plan and our ability to effectively manage our growth and associated investments;

beliefs and objectives for future operations;

our ability to expand our leadership position in advanced network security;

our ability to attract and retain customers;

our ability to further penetrate our existing customer base;

our expectations concerning renewal rates for subscriptions and services by existing customers;

our ability to maintain our competitive technological advantages against new entrants in our industry;

our ability to timely and effectively scale and adapt our existing technology;

our ability to innovate new products and bring them to market in a timely manner;

our ability to maintain, protect, and enhance our brand and intellectual property;

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our ability to expand internationally;

the reorganization of our corporate structure and intercompany relationships and our ability to improve our overall effective tax rate;

the effects of increased competition in our market and our ability to compete effectively;

cost of revenue, including changes in costs associated with production, manufacturing and customer support;

operating expenses, including changes in research and development, sales and marketing, and general and administrative expenses;

anticipated income tax rates;

sufficiency of cash to meet cash needs for at least the next 12 months;

our ability to maintain our good standing with the United States and international governments and capture new contracts;

costs associated with defending intellectual property infringement and other claims, such as those claims discussed in [Business Legal Proceedings](#) ;

our expectations concerning relationships with third parties, including channel partners and logistics providers;

Table of Contents

the release of new products, including FireEye Mobile Threat Prevention, our recently released SaaS-based mobile platform;

economic and industry trends or trend analysis;

the attraction and retention of qualified employees and key personnel;

future acquisitions of or investments in complementary companies, products, subscriptions or technologies; and

the effects of seasonal trends on our results of operations.

These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including those described in **Risk Factors** and elsewhere in this prospectus. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the forward-looking events and circumstances discussed in this prospectus may not occur, or unanticipated events or circumstances that we did not foresee may materialize, either of which could cause actual results to differ materially and adversely from those anticipated or implied in our forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances described in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this prospectus to conform these statements to actual results or to changes in our expectations, except as required by law.

You should read this prospectus and the documents that we reference in this prospectus and have filed with the SEC as exhibits to the registration statement of which this prospectus is a part with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.

Table of Contents

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information contained in this prospectus concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity, and market size, is based on information from various sources, including Gartner, Inc., or Gartner, and International Data Corporation, or IDC, on assumptions we have made based on such data and other similar sources and on our knowledge of the markets for our products, subscriptions and services. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate is necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in Risk Factors and elsewhere in this prospectus. These and other factors could cause actual results to differ materially from the estimates made by the independent parties and by us.

The Gartner Report described herein represents data, research opinion or viewpoints published, as part of a syndicated subscription service, by Gartner, and is not a representation of fact. The Gartner Report speaks as of its original publication date (and not as of the date of this prospectus), and the opinions expressed in the Gartner Report are subject to change without notice.

In certain instances, the sources of the market and industry data contained in this prospectus are identified by superscript notations. The sources of these data are provided below:

- (1) Gartner, *Prevention is Futile in 2020: Protect Information Via Pervasive Monitoring and Collective Intelligence*, Gartner Published: May 30, 2013.
- (2) IDC, *Worldwide Network Security 2013 - 2017 Forecast and 2012 Vendor Shares*, #241926, June 2012, IDC, *Worldwide Web Security 2013 - 2017 Forecast and 2012 Vendor Shares*, #242033, July 2012, IDC, *Worldwide Messaging Security 2013 - 2017 Forecast and 2012 Vendor Shares*, #24225, June 2012 and IDC, *Worldwide Endpoint Security 2013 - 2017 Forecast and 2012 Vendor Shares*, #242618, July 2012.

Table of Contents**USE OF PROCEEDS**

We estimate that the net proceeds from our sale of 5,582,215 shares of common stock in this offering at the assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately \$461.8 million, or \$636.3 million if the underwriters exercise their over-allotment option in full. We will not receive any proceeds from the sale of shares of common stock by the selling stockholders.

The principal purposes of this offering are to increase our capitalization and financial flexibility, obtain additional capital, facilitate an orderly distribution of shares for the selling stockholders in this offering and increase our public float. We intend to use the net proceeds received from this offering primarily for general corporate purposes, including headcount expansion, working capital, sales and marketing activities, product development, general and administrative matters, and capital expenditures. We may also use a portion of the net proceeds for the acquisition of, or investment in, technologies, solutions or businesses that complement our business, although we have no present commitments to complete any such transactions at this time. We will have broad discretion over the uses of the net proceeds of this offering. Pending these uses, we intend to invest the net proceeds from this offering in short-term, investment-grade interest-bearing securities such as money market accounts, certificates of deposit, commercial paper, and guaranteed obligations of the U.S. government.

MARKET PRICE OF COMMON STOCK

Our common stock has been listed on The NASDAQ Global Select Market under the symbol FEYE since September 20, 2013. Prior to that date, there was no public trading market for our common stock. The following table sets forth for the periods indicated the high and low sales prices per share of our common stock as reported on The NASDAQ Global Select Market:

	High	Low
Year Ended December 31, 2013		
Third Quarter (from September 20, 2013)	\$ 44.89	\$ 35.25
Fourth Quarter	\$ 44.55	\$ 33.30
Year Ending December 31, 2014		
First Quarter (through February 28, 2014)	\$ 88.00	\$ 40.41

On February 28, 2014, the closing price of our common stock on The NASDAQ Global Select Market was \$85.64 per share. As of December 31, 2013, we had 352 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

DIVIDEND POLICY

We have never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our common stock in the foreseeable future, if at all. Any future determination to declare dividends will be made at the discretion of our board of directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

Table of Contents**CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of December 31, 2013 on:

an actual basis; and

a pro forma basis, giving effect to (i) the issuance and sale by us of 5,582,215 shares of common stock in this offering, at an assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, and (ii) the issuance of 796,846 shares of common stock to be acquired by certain selling stockholders upon the exercise of stock options or the vesting of restricted stock units in order to sell such shares in this offering.

The pro forma information set forth in the table below is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing. You should read this table together with Management's Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements and related notes included elsewhere in this prospectus.

	December 31, 2013	
	Actual	Pro Forma⁽¹⁾
Cash and cash equivalents	\$ 173,918	\$ 637,381
Total debt, current and non-current portion		
Stockholders' equity:		
Preferred stock, par value of \$0.0001 per share; 100,000,000 shares authorized, no shares issued and outstanding, actual; 100,000,000 shares authorized, no shares issued and outstanding, pro forma		
Common stock, par value of \$0.0001 per share; 1,000,000,000 shares authorized, 137,757,512 issued and outstanding, actual; 1,000,000,000 shares authorized, 144,136,573 issued and outstanding, pro forma	14	14
Additional paid-in capital	1,271,590	1,735,053
Accumulated deficit	(223,502)	(223,502)
Total stockholders' equity	1,048,102	1,511,565
Total capitalization	\$ 1,048,102	\$ 1,511,565

- (1) Each \$1.00 increase (decrease) in the assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, would increase (decrease) our pro forma cash and cash equivalents, additional paid-in capital, total stockholders' equity and total capitalization by approximately \$5.4 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.

The number of shares of our common stock to be outstanding after this offering is based on 138,554,358 shares of our common stock outstanding as of December 31, 2013, after giving effect to the assumed issuance of 796,846 shares of common stock to be acquired by certain selling stockholders upon the exercise of outstanding stock options and the vesting of outstanding restricted stock units in order to sell such shares in this offering, and excludes:

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26,657,087 shares of common stock issuable upon the exercise of stock options outstanding as of December 31, 2013, with a weighted-average exercise price of \$5.49 per share;

Table of Contents

605,100 shares of common stock issuable upon the exercise of stock options granted after December 31, 2013, with a weighted-average exercise price of \$73.94 per share;

1,757,031 shares of common stock issuable upon the vesting of restricted stock units outstanding as of December 31, 2013;

835,011 shares of common stock issuable upon the vesting of restricted stock units granted after December 31, 2013;

311,747 shares of common stock issuable upon the exercise of warrants outstanding as of December 31, 2013, with a weighted-average exercise price of \$0.72 per share;

11,015,257 shares of common stock reserved for future grants as of December 31, 2013 under our 2013 Equity Incentive Plan (which reserve includes 1,440,111 shares of common stock issuable upon the exercise of stock options and the vesting of restricted stock units granted after December 31, 2013, as described in the bullets above), plus an additional 6,887,875 shares of common stock that became available for future grants under our 2013 Equity Incentive Plan as of January 1, 2014 pursuant to provisions thereof that automatically increase the share reserve under such plan each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans ;

2,500,000 shares of common stock reserved for future issuance as of December 31, 2013 under our 2013 Employee Stock Purchase Plan, plus an additional 1,377,575 shares of common stock that became available for future grants under our 2013 Employee Stock Purchase Plan as of January 1, 2014 pursuant to provisions thereof that automatically increase the share reserve under such plan each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans ; and

any shares of common stock that become available subsequent to this offering under our 2013 Equity Incentive Plan and 2013 Employee Stock Purchase Plan pursuant to provisions thereof that automatically increase the share reserves under such plans each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans.

Table of Contents**DILUTION**

If you invest in our common stock, your interest will be diluted to the extent of the difference between the amount per share paid by purchasers of shares of common stock in this offering and the pro forma net tangible book value per share of common stock immediately after the completion of this offering.

As of December 31, 2013, our historical net tangible book value was approximately \$60.4 million, or \$0.44 per share of common stock. Our net tangible book value per share represents the amount of our total tangible assets reduced by the amount of our total liabilities and divided by the total number of shares of our common stock outstanding as of December 31, 2013.

After giving effect to (i) the issuance and sale in this offering of 5,582,215 shares of our common stock, at an assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, and (ii) the issuance of 796,846 shares of common stock to be acquired by certain selling stockholders upon the exercise of stock options or the vesting of restricted stock units in order to sell such shares in this offering, our pro forma net tangible book value as of December 31, 2013 would have been approximately \$523.9 million, or \$3.63 per share of our common stock. This represents an immediate increase in pro forma net tangible book value of \$3.19 per share to our existing stockholders and an immediate dilution of \$82.01 per share to investors purchasing shares in this offering.

The following table illustrates this dilution:⁽¹⁾

Assumed public offering price per share	\$ 85.64
Net tangible book value per share as of December 31, 2013, before giving effect to this offering	\$ 0.44
Increase per share attributable to this offering	3.19
Pro forma net tangible book value, as adjusted to give effect to this offering	3.63
Dilution in pro forma net tangible book value per share to new investors purchasing shares in this offering	\$ 82.01

- (1) Each \$1.00 increase (decrease) in the assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, would increase (decrease) (i) our pro forma net tangible book value by \$0.04 per share, (ii) the increase per share attributable to this offering by \$0.04, and (iii) the dilution in pro forma net tangible book value per share to new investors purchasing shares in this offering by \$0.96, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.

If the underwriters exercise their over-allotment option in full, the pro forma net tangible book value per share of our common stock after giving effect to this offering would be \$4.78 per share, and the dilution in net tangible book value per share to investors in this offering would be \$80.86 per share.

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The following table summarizes, on a pro forma basis as of December 31, 2013 after giving effect to the completion of this offering at an assumed public offering price of \$85.64 per share, the closing price of our common stock on The NASDAQ Global Select Market on February 28, 2014, the difference between existing stockholders and new investors with respect to the number of shares of common stock purchased from us, the total consideration paid to us, and the average price per share paid, before deducting underwriting discounts and commissions and estimated offering expenses:

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
Existing stockholders	138,554,358	96.1%	\$ 1,273,263,868	72.7%	\$ 9.19
New public investors	5,582,215	3.9	478,060,893	27.3	85.64
Total	144,136,573	100.0%	\$ 1,751,324,760	100.0%	

Table of Contents

To the extent that any of our outstanding warrants or outstanding stock options are exercised, outstanding restricted stock units vest or additional warrants, stock options, restricted stock units or shares of common stock are issued in the future, investors will experience further dilution.

Except as otherwise indicated, the above discussion and tables assume no exercise of the underwriters' over-allotment option. If the underwriters exercise their over-allotment option in full, our existing stockholders would own 94.7% and our new investors would own 5.3% of the total number of shares of our common stock outstanding upon the completion of this offering.

The number of shares of our common stock to be outstanding after this offering is based on 138,554,358 shares of our common stock outstanding as of December 31, 2013, after giving effect to the assumed issuance of 796,846 shares of common stock to be acquired by certain selling stockholders upon the exercise of outstanding stock options and the vesting of outstanding restricted stock units in order to sell such shares in this offering, and excludes:

26,657,087 shares of common stock issuable upon the exercise of stock options outstanding as of December 31, 2013, with a weighted-average exercise price of \$5.49 per share;

605,100 shares of common stock issuable upon the exercise of stock options granted after December 31, 2013, with a weighted-average exercise price of \$73.94 per share;

1,757,031 shares of common stock issuable upon the vesting of restricted stock units outstanding as of December 31, 2013;

835,011 shares of common stock issuable upon the vesting of restricted stock units granted after December 31, 2013;

311,747 shares of common stock issuable upon the exercise of warrants outstanding as of December 31, 2013, with a weighted-average exercise price of \$0.72 per share;

11,015,257 shares of common stock reserved for future grants as of December 31, 2013 under our 2013 Equity Incentive Plan (which reserve includes 1,440,111 shares of common stock issuable upon the exercise of stock options and the vesting of restricted stock units granted after December 31, 2013, as described in the bullets above), plus an additional 6,887,875 shares of common stock that became available for future grants under our 2013 Equity Incentive Plan as of January 1, 2014 pursuant to provisions thereof that automatically increase the share reserve under such plan each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans ;

2,500,000 shares of common stock reserved for future issuance as of December 31, 2013 under our 2013 Employee Stock Purchase Plan, plus an additional 1,377,575 shares of common stock that became available for future grants under our 2013 Employee Stock Purchase Plan as of January 1, 2014 pursuant to provisions thereof that automatically increase the share reserve under such plan each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans ; and

any shares of common stock that become available subsequent to this offering under our 2013 Equity Incentive Plan and 2013 Employee Stock Purchase Plan pursuant to provisions thereof that automatically increase the share reserves under such plans each year, as more fully described in Executive Compensation Employee Benefit and Stock Plans.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The selected consolidated statements of operations data for the years ended December 31, 2011, 2012 and 2013 and the consolidated balance sheet data as of December 31, 2012 and 2013 are derived from our audited consolidated financial statements included elsewhere in this prospectus. The selected consolidated statements of operations for the year ended December 31, 2009 and 2010 and the selected consolidated balance sheet data as of December 31, 2009, 2010 and 2011 are derived from our audited consolidated financial statements that are not included in this prospectus. The selected consolidated financial data below should be read in conjunction with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this prospectus. The selected consolidated financial data in this section are not intended to replace our consolidated financial statements and the related notes, and are qualified in their entirety by the consolidated financial statements and related notes included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

	Year Ended December 31,				
	2009	2010	2011	2012	2013
	(In thousands, except per share data)				
Consolidated Statements of Operations Data:					
Revenue:					
Product	\$ 1,353	\$ 9,270	\$ 24,888	\$ 52,265	\$ 88,253
Subscription and services	288	2,495	8,770	31,051	73,299
Total revenue	1,641	11,765	33,658	83,316	161,552
Cost of revenue:					
Product ⁽¹⁾	1,171	2,054	5,690	14,467	28,912
Subscription and services	135	277	1,590	3,163	18,853
Total cost of revenue	1,306	2,331	7,280	17,630	47,765
Total gross profit	335	9,434	26,378	65,686	113,787
Operating expenses:					
Research and development ⁽¹⁾	3,910	5,291	7,275	16,522	66,036
Sales and marketing ⁽¹⁾	3,063	11,357	30,389	67,562	167,466
General and administrative ⁽¹⁾	2,208	1,943	4,428	15,221	52,503
Total operating expenses	9,181	18,591	42,092	99,305	286,005
Operating loss	(8,846)	(9,157)	(15,714)	(33,619)	(172,218)
Interest income	1	3	3	7	68
Interest expense	(5)	(158)	(194)	(537)	(525)
Other income (expense), net	43	(156)	(806)	(2,572)	(7,257)
Loss before income taxes	(8,807)	(9,468)	(16,711)	(36,721)	(179,932)
Provision for (benefit from) income taxes	(7)	13	71	(965)	(59,297)
Net loss attributable to common stockholders	\$ (8,800)	\$ (9,481)	\$ (16,782)	\$ (35,756)	\$ (120,635)
Net loss per share attributable to common stockholders, basic and diluted	\$ (1.42)	\$ (1.30)	\$ (1.99)	\$ (3.28)	\$ (2.66)
Weighted-average shares used to compute net loss per share attributable to common stockholders	6,211	7,271	8,447	10,917	45,271

Table of Contents

- (1) Includes stock-based compensation expense as follows:

	2009	2010	Year Ended December 31,		2013
			2011	2012	
	(In thousands)				
Stock-Based Compensation Expense:					
Cost of product revenue	\$ 7	\$ 4	\$ 39	\$ 170	\$ 2,810
Research and development	43	60	148	1,465	6,958
Sales and marketing	5	63	360	1,672	10,748
General and administrative	9	10	168	3,536	8,342
Total stock-based compensation expense	\$ 64	\$ 137	\$ 715	\$ 6,843	\$ 28,858

	2009	2010	As of December 31,		2013
			2011	2012	
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$ 1,265	\$ 7,665	\$ 10,676	\$ 60,200	\$ 173,918
Working capital, excluding deferred revenue and costs	1,501	10,302	18,319	75,074	219,707
Total assets	3,210	15,676	35,646	125,273	1,376,313
Total deferred revenue	2,502	6,266	30,102	76,406	187,514
Total long-term debt, current portion	83	497	1,400	1,231	
Total long-term debt, non-current portion	25	3,174	4,528	10,916	
Preferred stock warrant liability	8	189	994	3,529	
Total stockholders' equity (deficit)	(409)	1,348	(14,651)	5,390	1,048,102

	Year Ended or as of December 31,			
	2011	2012	2013	
	(Dollars in thousands)			
Key Business Metrics:				
Product revenue		\$ 24,888	\$ 52,265	\$ 88,253
Subscription and services revenue		8,770	31,051	73,299
Total revenue		\$ 33,658	\$ 83,316	\$ 161,552
Year-over-year percentage increase		186%	148%	94%
Gross margin percentage		78%	79%	70%
Deferred revenue, current portion at period end ⁽¹⁾		\$ 16,215	\$ 43,750	\$ 110,535
Deferred revenue, non-current portion at period end		\$ 13,887	\$ 32,656	\$ 76,979
Billings (non-GAAP) ⁽²⁾		\$ 57,494	\$ 129,620	\$ 256,561
Net cash provided by (used in) operating activities ⁽³⁾		\$ 5,111	\$ 21,500	\$ (69,762)
Free cash flow (non-GAAP) ⁽⁴⁾		\$ (106)	\$ 2,652	\$ (127,322)

- (1) Our deferred revenue consists of amounts that have been invoiced but have not yet been recognized as revenue as of the period end. For the year ended December 31, 2013, deferred revenue includes the addition of \$16.1 million of deferred revenue assumed in connection with the Mandiant acquisition. The majority of our deferred revenue balance consists of the unamortized portion of revenue from sales of our Email Threat Prevention product, subscriptions to our DTI cloud and Email Threat Prevention Attachment/URL Engine, and support and maintenance contracts. Because invoiced amounts for subscriptions and services can be for multiple years, we classify our deferred revenue as current or non-current depending on when we expect to recognize the related revenue. If the deferred revenue is expected to be recognized within 12 months, it is

classified as

Table of Contents

- current. Otherwise, the deferred revenue is classified as non-current. We monitor our deferred revenue balance because it represents a significant portion of revenue to be recognized in future periods.
- (2) We define billings as revenue recognized plus the change in deferred revenue from the beginning to the end of the period. For fiscal year 2013, billings exclude the addition of \$16.1 million of deferred revenue assumed as part of the Mandiant acquisition. We consider billings to be a useful metric for management and investors because billings drives deferred revenue, which is an important indicator of the health and visibility of our business and represents a significant percentage of our revenue. See Management's Discussion and Analysis of Financial Condition and Results of Operations Key Business Metrics for more information and a reconciliation of billings to revenue, the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP.
- (3) We monitor cash flow provided by (used in) operating activities as a measure of our overall business performance. Our cash flow provided by (used in) operating activities is driven in large part by sales of our products and from up-front payments for both new and renewal contracts for subscription and support and maintenance. Monitoring cash flow provided by (used in) operating activities enables us to analyze our financial performance without the non-cash effects of certain items such as depreciation, amortization, and stock-based compensation costs, thereby allowing us to better understand and manage the cash needs of our business.
- (4) We define free cash flow as net cash provided by operating activities less purchases of property and equipment and demonstration units. We consider free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that, after the purchases of property and equipment and demonstration units, can be used for strategic opportunities, including investing in our business, making strategic acquisitions, and strengthening the balance sheet. See Management's Discussion and Analysis of Financial Condition and Results of Operations Key Business Metrics for more information and a reconciliation of free cash flow to cash flow provided by (used in) operating activities, the most directly comparable financial measure calculated and presented in accordance with GAAP.

Table of Contents

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

You should read the following discussion and analysis of our financial condition and results of operations together with the consolidated financial statements and related notes that are included elsewhere in this prospectus. This discussion contains forward-looking statements based upon current plans, expectations and beliefs that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" and in other parts of this prospectus.

Overview

We provide a comprehensive solution of products and services for detecting, preventing and resolving advanced cybersecurity threats. We have invented a purpose-built, virtual machine-based security platform that provides real-time protection to enterprises and governments worldwide against the next generation of cyber attacks. Our technology approach represents a paradigm shift from how IT security has been conducted since the earliest days of the information technology industry. The core of our purpose-built, virtual machine-based security platform is our virtual execution engine, to which we refer as our MVX engine, which identifies and protects against known and unknown threats that existing signature-based technologies are unable to detect. We believe it is imperative for organizations to invest in this new approach to security to protect their critical assets, such as intellectual property and customer and financial data, from the global pandemic of cybercrime, cyber espionage and cyber warfare.

We were founded in 2004 to address the fundamental limitations of legacy signature-based technologies in detecting and blocking sophisticated cyber attacks. From 2004 to 2008, we focused our efforts on research and development to build our virtual machine technology. We released our first product, the Web Threat Prevention appliance, in 2008. Our Web Threat Prevention appliance is designed to analyze and block advanced attacks via the Web. Since that time, we have continued to enhance our product portfolio, releasing our Email Threat Prevention appliance in 2011 and our File Threat Prevention appliance in 2012. Our Email and File Threat Prevention products address advanced threats that are introduced through email attachments and file shares. Due to the scale of our customer deployments and our customers' desire for deeper analysis of potential malicious software, we also provide management and analysis appliances, specifically our Central Management System and our Forensic Analysis System. We support and enhance the functionality of our products through our Dynamic Threat Intelligence, or DTI, cloud, a subscription service that offers global threat intelligence sharing and provides a closed-loop system that leverages the network effects of a globally distributed, automated threat analysis network. Our over ten years of research and development in virtual machine technology, anomaly detection and associated heuristic algorithms has enabled us to provide signature-less threat protection against next-generation cyber attacks.

We primarily market and sell our virtual machine-based security platform to Global 2000 companies in a broad range of industries and governments worldwide. As of December 31, 2013, we had over 1,900 end-customers across more than 60 countries, including over 130 of the Fortune 500.

We have experienced rapid growth over the last several years, increasing our revenue at a compound annual growth rate of 139% from 2010 to 2013. We have also increased our number of employees from 35 as of December 31, 2008 to 416 and 1,679 as of December 31, 2012 and December 31, 2013, respectively. We expect to continue rapidly scaling our organization to meet the needs of our customers and to pursue opportunities in new and existing markets. We intend to continue to invest in the development of our sales and marketing teams, with a particular focus on expanding our network of international channel partners, opening sales offices, hiring key sales and marketing personnel and carrying out associated marketing activities in key geographies. As of December 31, 2013, we were selling our solution to end-customers in over 60 countries, and we expect revenue from international sales to grow as a percentage of our overall revenue. In 2013, we completed the

reorganization

Table of Contents

of our corporate structure and intercompany relationships to more closely align our corporate organization with the expansion of our international business activities and improve our overall effective tax rate. We intend to continue to invest in our product development organization to enhance the functionality of our existing platform, introduce new products and subscriptions, and build upon our technology leadership. Due to our continuing investments to scale our business, particularly internationally, reorganize our corporate structure for improved tax efficiency, pursue new opportunities, enhance our product functionality, introduce new products and build upon our technology leadership in advance of, and in preparation for, our expected increase in sales and expansion of our customer base, we are continuing to incur expenses in the near term for which we may not realize any long-term benefit. As a result, we do not expect to be profitable for the foreseeable future.

During the years ended December 31, 2011, 2012 and 2013, our revenue was \$33.7 million, \$83.3 million and \$161.6 million, representing year-over-year growth of 186%, 148% and 94%, respectively. Our net losses were \$16.8 million, \$35.8 million and \$120.6 million during the years ended December 31, 2011, 2012 and 2013, respectively. During the year ended December 31, 2012, approximately 80%, 8% and 8% of our revenue came from the United States, Asia Pacific and Japan (APAC), and Europe, the Middle East and Africa (EMEA), respectively. During the year ended December 31, 2013, approximately 72%, 10% and 14% of our revenue came from the United States, APAC and EMEA, respectively.

In September 2013, we closed our initial public offering, or IPO, in which we sold 17,450,000 shares of common stock (inclusive of 2,275,000 shares of common stock from the exercise of the over-allotment option granted to the underwriters). The public offering price of the shares sold in the IPO was \$20.00 per share. The total gross proceeds from the offering were \$349.0 million. After deducting underwriting discounts and commissions and offering expenses, the aggregate net proceeds received by us totaled approximately \$321.0 million.

On December 30, 2013, we acquired privately held Mandiant Corporation, or Mandiant, the leading provider of advanced endpoint security products and security incident response management solutions. We believe this combination creates the industry's leading advanced threat protection vendor with the ability to detect, prevent and resolve cyber attacks at every stage of the attack life cycle. Under the terms of the merger agreement governing the transaction, we delivered to the former security holders of Mandiant merger consideration with an aggregate value equal to approximately \$1,020.3 million, consisting of approximately \$106.5 million in net cash and an aggregate of 21.5 million shares and options to purchase shares of our common stock.

This acquisition creates risks for us. These risks are set forth more fully in the section of this prospectus titled "Risk Factors." Audited Mandiant financial statements and unaudited pro forma condensed combined financial statements are included in this prospectus following our financial statements and should be read by investors in conjunction with the respective accompanying notes. The results of operations of Mandiant have been included in our consolidated statements of operations since December 30, 2013, the acquisition date. Our balance sheet as of December 31, 2013 reflects items assumed from the Mandiant acquisition.

We believe that the growth of our business and our short and long term success are dependent upon many factors, including our ability to extend our technology leadership, grow our base of end-customers, expand deployment of our platform within existing end-customers, and focus on end-customer satisfaction. While these areas present significant opportunities for us, they also pose challenges and risks that we must successfully address in order to sustain the growth of our business and improve our operating results.

We have experienced rapid growth and increased demand for our products over the last few years. To manage any future growth effectively, we must continue to improve and expand our information technology and financial infrastructure, our operating and administrative systems and controls, and our ability to manage headcount, capital, and processes in an efficient manner. Additionally, we face intense competition in our market, and to succeed, we need to innovate and offer products that are differentiated from existing infrastructure.

Table of Contents

products, as well as effectively hire, retain, train, and motivate qualified personnel and senior management. If we are unable to successfully address these challenges, our business, operating results, and prospects could be adversely affected.

For a description of factors that may impact our future performance, see the disclosure below under Factors Affecting our Performance.

Our Business Model

We generate revenue from sales of our products, subscriptions and services. Our product revenue consists primarily of revenue from the sale of our threat prevention portfolio of software-based appliances, consisting of our Web Threat Prevention, Email Threat Prevention and File Threat Prevention, as well as sales of our Forensic Analysis System and Central Management System appliances. We offer this portfolio as a complete solution to protect the various entry points of a customer's network from the next generation of cyber attacks. Because the typical customer's network has more Web entry points to protect than email and file entry points, customers that purchase our threat prevention portfolio generally purchase more Web Threat Prevention appliances than Email or File Threat Prevention appliances. As a result, Web Threat Prevention accounts for the largest portion of our threat prevention product revenue. In addition, because most malicious attacks occur through the Web threat vector, smaller customers and customers who do not have the budget to purchase the full threat prevention portfolio often only purchase Web Threat Prevention. While we have experienced steady growth in sales of our Email Threat Prevention appliance since its introduction in 2011, these sales have not contributed as quickly to the growth in our overall product revenue because revenue associated with Email Threat Prevention is recognized ratably over the longer of the contractual term or the estimated period the customer is expected to benefit from the product. By contrast, revenue associated with our Web Threat Prevention, File Threat Prevention, Central Management System and Forensic Analysis System products is recognized upon shipment. Finally, we introduced our File Threat Prevention appliance in the second quarter of 2012, and as a result, revenue from our File Threat Prevention product represents a small percentage of our product revenue.

We require customers to purchase a subscription to our DTI cloud and support and maintenance services when they purchase any part of our product portfolio. In addition, we require customers that purchase our Email Threat Prevention product to also purchase a subscription to our Email Threat Prevention Attachment/URL Engine. Our customers generally purchase these subscriptions and services for a one or three year term, and revenue from such subscriptions is recognized ratably over the subscription period. Sales of these subscriptions and services, along with sales of Email Threat Prevention for multi-year terms, have increased our deferred revenue. As of December 31, 2011, 2012 and 2013, our total deferred revenue was \$30.1 million, \$76.4 million and \$187.5 million, respectively. Amortization of this growing deferred revenue has increased our subscription and services revenue as a percentage of total revenue. For the years ended December 31, 2011, 2012 and 2013, subscription and services revenue as a percentage of total revenue was 26%, 37% and 45%, respectively. While most of the growth in our subscription and services revenue during such years relates to the amortization of the initial subscription and services agreements, renewals of such agreements have also contributed to this growth. Our renewal rate for subscriptions expiring in 2012 and 2013 was in excess of 90%, and we expect to maintain high renewal rates in the future due to the significant value we believe these subscriptions and services add to the efficacy of our product portfolio.

Table of Contents**Key Business Metrics**

We monitor the key business metrics set forth below to help us evaluate growth trends, establish budgets, measure the effectiveness of our sales and marketing efforts, and assess operational efficiencies. We discuss revenue and gross margin below under Components of Operating Results. Deferred revenue, billings, net cash flow provided by (used in) operating activities, and free cash flow are discussed immediately below the following table.

	Year Ended or as of December 31,		
	2011	2012	2013
	(Dollars in thousands)		
Product revenue	\$ 24,888	\$ 52,265	\$ 88,253
Subscription and services revenue	8,770	31,051	73,299
Total revenue	\$ 33,658	\$ 83,316	\$ 161,552
Year-over-year percentage increase	186%	148%	94%
Gross margin percentage	78%	79%	70%
Deferred revenue, current portion	\$ 16,215	\$ 43,750	\$ 110,535
Deferred revenue, non-current portion	\$ 13,887	\$ 32,656	\$ 76,979
Billings (non-GAAP)	\$ 57,494	\$ 129,620	\$ 256,561
Net cash provided by (used in) operating activities	\$ 5,111	\$ 21,500	\$ (69,762)
Free cash flow (non-GAAP)	\$ (106)	\$ 2,652	\$ (127,322)

Deferred revenue. Our deferred revenue consists of amounts that have been invoiced but have not yet been recognized as revenue as of the period end. For the year ended December 31, 2013, deferred revenue includes the addition of \$16.1 million of deferred revenue assumed in connection with the Mandiant acquisition. The majority of our deferred revenue consists of the unamortized balance of revenue from sales of our Email Threat Prevention products, subscriptions to our DTI cloud and Email Threat Prevention Attachment/URL Engine, and support and maintenance contracts. Because invoiced amounts for subscriptions and services can be for multiple years, we classify our deferred revenue as current or non-current depending on when we expect to recognize the related revenue. If the deferred revenue is expected to be recognized within 12 months, it is classified as current. Otherwise, the deferred revenue is classified as non-current. We monitor our deferred revenue balance because it represents a significant portion of revenue to be recognized in future periods.

Billings. Billings is a non-GAAP financial metric that we define as revenue recognized in accordance with generally accepted accounting principles, or GAAP, plus the change in deferred revenue from the beginning to the end of the period. For the year ended December 31, 2013, billings exclude the addition of \$16.1 million of deferred revenue assumed in connection with the Mandiant acquisition. We consider billings to be a useful metric for management and investors, as a supplement to the corresponding GAAP measure, because billings drive deferred revenue, which is an important indicator of the health and visibility of trends in our business, and represents a significant percentage of revenue. However, it is important to note that other companies, including companies in our industry, may not use billings, may calculate billings differently, may have different billing frequencies, or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of billings as a comparative measure. A reconciliation of billings to revenue, the most directly comparable financial measure calculated and presented in accordance with GAAP, is provided below:

	Year Ended or as of December 31,		
	2011	2012	2013
	(In thousands)		
Revenue	\$ 33,658	\$ 83,316	\$ 161,552
Deferred revenue, end of period	30,102	76,406	187,514
Less: deferred revenue, beginning of period	6,266	30,102	76,406

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Less: Mandiant deferred revenue assumed

16,099

Billings (non-GAAP)	\$ 57,494	\$ 129,620	\$ 256,561
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Table of Contents

Net cash provided by (used in) operating activities. We monitor net cash provided by (used in) operating activities as a measure of our overall business performance. Our net cash provided by (used in) operating activities is driven in large part by sales of our products and from up-front payments for both subscriptions and support and maintenance services. Monitoring net cash provided by (used in) operating activities enables us to analyze our financial performance without the non-cash effects of certain items such as depreciation, amortization, and stock-based compensation costs, thereby allowing us to better understand and manage the cash needs of our business.

Free cash flow. Free cash flow is a non-GAAP financial measure we define as net cash provided by (used in) operating activities less purchases of property and equipment and demonstration units. We consider free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by our business that, after the purchases of property and equipment and demonstration units, can be used by us for strategic opportunities, including investing in our business, making strategic acquisitions and strengthening our balance sheet. However, it is important to note that other companies, including companies in our industry, may not use free cash flow, may calculate free cash flow differently, or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of free cash flow as a comparative measure. A reconciliation of free cash flow to cash flow provided by (used in) operating activities, the most directly comparable financial measure calculated and presented in accordance with GAAP, is provided below:

	Year Ended or as of December 31,		
	2011	2012	2013
	(In thousands)		
Cash flow provided by (used in) operating activities	\$ 5,111	\$ 21,500	\$ (69,762)
Less: purchase of property and equipment and demonstration units	(5,217)	(18,848)	(57,560)
Free cash flow (non-GAAP)	\$ (106)	\$ 2,652	\$ (127,322)
Net cash used in investing activities	\$ (5,224)	\$ (20,215)	\$ (148,469)
Net cash provided by financing activities	\$ 3,124	\$ 48,239	\$ 331,949

Factors Affecting our Performance

Market Adoption. We rely on market education to raise awareness of today's next-generation cyber attacks, articulate the need for our virtual machine-based security solution and, in particular, the reasons to purchase our products. Our prospective customers often do not have a specific portion of their IT budgets allocated for products that address the next generation of advanced cyber attacks. We invest heavily in sales and marketing efforts to increase market awareness, educate prospective customers and drive adoption of our solution. This market education is critical to creating new IT budget dollars or allocating IT budget dollars across enterprises and governments for next-generation threat protection solutions, and in particular, our platform. Our investment in market education has also increased awareness of us and our solution in international markets. However, we believe that we will need to invest additional resources in targeted international markets to drive awareness and market adoption. The degree to which prospective customers recognize the mission critical need for next-generation threat protection solutions, and subsequently allocate budget dollars for our platform, will drive our ability to acquire new customers and increase renewals and follow-on sales opportunities, which, in turn, will affect our future financial performance.

Sales Productivity. Our sales organization consists of a direct sales team, made up of field and inside sales personnel, and indirect channel sales teams to support our channel partner sales. We utilize a direct-touch sales model whereby we work with our channel partners to secure prospects, convert prospects to customers, and pursue follow-on sales opportunities. To date, we have primarily targeted large enterprise and government customers, who typically have sales cycles from three to six months. We have also recently expanded our inside sales teams to pursue customers in the small and medium enterprise, or SME, market.

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Our growth strategy contemplates increased sales and marketing investments internationally. Newly hired sales and marketing resources will require several months to establish prospect relationships and drive overall

Table of Contents

sales productivity. In addition, sales teams in international regions will face local markets that have not had significant market education about advanced security threats that our platform addresses. All of these factors will influence timing and overall levels of sales productivity, impacting the rate at which we will be able to convert prospects to sales and drive revenue growth.

Renewal Rates. New or existing customers that purchase one of our appliances are required to purchase a one or three year subscription to our DTI cloud and, in the case of our Email Threat Prevention products, to our Email Threat Prevention Attachment/URL Engine, as well as support and maintenance services. New or existing customers that purchase one of our Forensic Analysis System or Central Management System appliances are required to purchase support and maintenance services for a term of one or three years.

We believe our renewal rate is an important metric to measure the long-term value of customer agreements and our ability to retain our customers. We calculate our renewal rate by dividing the number of renewing customers that were due for renewal in any rolling 12 month period by the number of customers that were due for renewal in that rolling 12 month period. Our renewal rate at December 31, 2011, 2012 and 2013 was over 90%. These high renewal rates are primarily attributable to the incremental value added to our appliances by our DTI cloud and support and maintenance services. As DTI cloud subscriptions and support and maintenance services represented 26%, 37% and 45% of our total revenue during the years ended December 31, 2011, 2012 and 2013, respectively, we expect our ability to maintain high renewal rates for these subscriptions and services to have a material impact on our future financial performance.

Follow-On Sales. After the initial sale to a new customer, we focus on expanding our relationship with such customer to sell additional products, subscriptions and services. To grow our revenue, it is important that our customers make additional purchases of our platform. Sales to our existing customer base can take the form of incremental sales of appliances, subscriptions and services, either to deploy our platform into additional parts of their network or to protect additional threat vectors. Our opportunity to expand our customer relationships through follow-on sales will increase as we add new customers, broaden our product portfolio to support more threat vectors, increase network performance and enhance functionality. Follow-on sales lead to increased revenue over the lifecycle of a customer relationship and can significantly increase the return on our sales and marketing investments. With some of our most significant customers, we have realized follow-on sales that were multiples of the value of their initial purchases.

Components of Operating Results

Revenue

We generate revenue from the sales of our products, subscriptions and services. As discussed further in [Critical Accounting Policies and Estimates Revenue Recognition](#) below, revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is reasonably assured.

Our total revenue consists of the following:

Product revenue. Our product revenue is generated from sales of our appliances. For our Web Threat Prevention, File Threat Prevention, Forensic Analysis System and Central Management System appliances, we recognize product revenue at the time of shipment, provided that all other revenue recognition criteria have been met. For our Email Threat Prevention appliance, we recognize product revenue ratably over the longer of the contractual term of the subscription service or the estimated period the

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customer is expected to benefit from the product. Because we have only been selling our Email Threat Prevention since April 2011, we have a limited history with respect to subscription renewals for such product. As a result, revenue from all Email Threat Prevention products sold by us through December 31, 2013 has been recognized ratably over the contractual term of the subscription services.

Table of Contents

Subscription and services revenue. Subscription and services revenue is generated primarily from our DTI cloud, our Email Threat Prevention Attachment/URL Engine, and support and maintenance services. Our DTI cloud subscription is determined as a percentage of the price of the related appliance. The Email Threat Prevention Attachment/URL Engine is priced on a per-user basis. We recognize revenue from subscriptions and support and maintenance services over the one or three year contract term, as applicable.

Cost of Revenue

Our total cost of revenue consists of cost of product revenue and cost of subscription and services revenue. Personnel costs associated with our operations and global customer support organizations consist of salaries, benefits, bonuses and stock-based compensation. Overhead costs consist of certain facilities, depreciation, benefits, and information technology costs.

Cost of product revenue. Cost of product revenue primarily consists of costs paid to our third-party contract manufacturers and personnel and other costs in our manufacturing operations department. Our cost of product revenue also includes product testing costs, allocated costs and shipping costs. We expect our cost of product revenue to increase as our product revenue increases.

Cost of subscription and services revenue. Cost of subscription and services revenue consists of personnel costs for our global customer support organization and allocated costs. We expect our cost of subscription and services revenue to increase as our customer base grows and as we hire additional professional services personnel.

Gross Margin

Gross margin, or gross profit as a percentage of revenue, has been and will continue to be affected by a variety of factors, including the average sales price of our products, subscriptions and services, manufacturing costs, the mix of products sold, and the mix of revenue among products, subscriptions and services. We expect our gross margins to fluctuate over time depending on the factors described above.

Operating Expenses

Our operating expenses consist of research and development, sales and marketing, and general and administrative expense. Personnel costs are the most significant component of operating expenses and consist of salaries, benefits, bonuses, stock-based compensation and, with regard to sales and marketing expense, sales commissions. Operating expenses also include overhead costs for facilities, IT and depreciation.

Research and development. Research and development expense consists primarily of personnel costs and allocated overhead. Research and development expense also includes prototype-related expenses. We expect research and development expense to continue to increase in absolute dollars as we continue to invest in our research and product development efforts to enhance our product capabilities, address new threat vectors and access new customer markets, although such expense may fluctuate as a percentage of total revenue.

Sales and marketing. Sales and marketing expense consists primarily of personnel costs, incentive commission costs and allocated overhead. We expense commission costs as incurred. Sales and marketing expense also includes costs for market development

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programs, promotional and other marketing activities, travel, office equipment, depreciation of proof-of-concept evaluation units and outside consulting costs. We expect sales and marketing expense to continue to increase in absolute dollars as we increase the size of our sales and marketing organizations and expand our international operations, although such expense may fluctuate as a percentage of total revenue.

General and administrative. General and administrative expense consists of personnel costs, professional services and allocated overhead. General and administrative personnel include our executive, finance, human resources, facilities and legal organizations. Professional services consist

Table of Contents

primarily of legal, auditing, accounting and other consulting costs. We expect general and administrative expense to continue to increase in absolute dollars as we have recently incurred, and expect to continue to incur, additional general and administrative expenses as we grow our operations and comply with public company regulations, including higher legal, corporate insurance, and accounting expenses.

Interest Income

Interest income consists of interest earned on our cash and cash equivalent balances. We have historically invested our cash in money-market funds and other short-term, investment-grade investments. We expect interest income to vary each reporting period depending on our average investment balances during the period, types and mix of investments and market interest rates.

Interest Expense

Interest expense consists of interest on our outstanding debt. See Note 6 to our consolidated financial statements included elsewhere in this prospectus for more information about our debt.

Other Expense, Net

Other expense, net consists primarily of the change in fair value of our preferred stock warrant liability and gains or losses on disposal of fixed assets. Convertible preferred stock warrants are classified as a liability on our consolidated balance sheets and remeasured to fair value at each balance sheet date with the corresponding change recorded as other expense. Upon the completion of our initial public offering, the liability was reclassified to stockholders' equity, at which time it was no longer subject to fair value accounting.

Provision for (Benefit from) Income Taxes

Provision for (benefit from) income taxes consists primarily of U.S. federal and state income taxes in the United States and income taxes in certain foreign jurisdictions in which we conduct business. Our effective tax rate for the year ended December 31, 2013 was different from the U.S. statutory tax rate applied to our pretax loss primarily due to tax benefits from the valuation allowance release on U.S. deferred tax assets offset by different tax rates in foreign jurisdictions which are indefinitely reinvested. Our effective tax rate for the years ended December 31, 2011 and 2012 was different than the U.S. statutory tax rate primarily due to the valuation allowance on our U.S. deferred tax assets.

Table of Contents**Results of Operations**

The following tables summarize our results of operations for the periods presented and as a percentage of our total revenue for those periods. The period-to-period comparison of results is not necessarily indicative of results for future periods.

	Year Ended December 31,		
	2011	2012	2013
	(In thousands)		
Revenue:			
Product	\$ 24,888	\$ 52,265	\$ 88,253
Subscription and services	8,770	31,051	73,299
Total revenue	33,658	83,316	161,552
Cost of revenue:			
Product	5,690	14,467	28,912
Subscription and services	1,590	3,163	18,853
Total cost of revenue	7,280	17,630	47,765
Total gross profit	26,378	65,686	113,787
Operating expenses:			
Research and development	7,275	16,522	66,036
Sales and marketing	30,389	67,562	167,466
General and administrative	4,428	15,221	52,503
Total operating expenses	42,092	99,305	286,005
Operating loss	(15,714)	(33,619)	(172,218)
Interest income	3	7	68
Interest expense	(194)	(537)	(525)
Other expense, net	(806)	(2,572)	(7,257)
Loss before income taxes	(16,711)	(36,721)	(179,932)
Provision for (benefit from) income taxes	71	(965)	(59,297)
Net loss attributable to common stockholders	\$ (16,782)	\$ (35,756)	\$ (120,635)

Table of Contents

	Year Ended December 31,		
	2011	2012	2013
	(As a percentage of total revenue)		
Revenue:			
Product	74%	63%	55%
Subscription and services	26	37	45
Total revenue	100	100	100
Cost of revenue:			
Product	17	17	18
Subscription and services	5	4	12
Total cost of revenue	22	21	30
Total gross profit	78	79	70
Operating expenses:			
Research and development	22	20	41
Sales and marketing	90	81	104
General and administrative	13	18	32
Total operating expenses	125	119	177
Operating loss	(47)	(40)	(107)
Interest income			
Interest expense	(1)	(1)	
Other expense, net	(2)	(3)	(4)
Loss before income taxes	(50)	(44)	(111)
Provision for (benefit from) income taxes		(1)	(36)
Net loss attributable to common stockholders	(50)%	(43)%	(75)%

Comparison of the Years Ended December 31, 2012 and 2013*Revenue*

	Year Ended December 31,				Change	
	2012		2013			
	Amount	% of Total Revenue (Dollars in thousands)	Amount	% of Total Revenue	Amount	%
Revenue:						
Product	\$ 52,265	63%	\$ 88,253	55%	\$ 35,988	69%
Subscription and services	31,051	37%	73,299	45%	42,248	136%
Total revenue	\$ 83,316	100%	\$ 161,552	100%	\$ 78,236	94%
Revenue by geographic region:						
United States	\$ 66,556	80%	\$ 116,730	72%	\$ 50,174	75%
EMEA	6,628	8%	22,845	14%	16,217	245%

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APAC	6,488	8%	16,004	10%	9,516	147%
Other	3,644	4%	5,973	4%	2,329	64%
Total revenue	\$ 83,316	100%	\$ 161,552	100%	\$ 78,236	94%

Table of Contents

Total revenue increased by \$78.2 million, or 94%, during the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase in product revenue was primarily driven by growth in our installed base of customers, which grew from 927 as of December 31, 2012 to 1,964 as of December 31, 2013, as well as follow-on purchases from customers expanding their initial deployments of our product portfolio. Our Web Threat Prevention product continued to account for the largest portion of our product revenue as customers that purchase our product portfolio generally purchase more Web Threat Prevention appliances than Email Threat Prevention or File Threat Prevention appliances, reflecting the fact that their networks typically have more Web entry points than email or file entry points to protect. In addition, revenue associated with our Web Threat Prevention product is recognized upon shipment whereas revenue associated with our Email Threat Prevention product is recognized ratably over the longer of the contractual term or the estimated period the customer is expected to benefit from the product.

Revenue from the amortization of deferred subscription and services revenue related to initial customer purchases was \$25.1 million and \$55.1 million for the years ended December 31, 2012 and 2013, respectively. Revenue from the amortization of deferred subscription and services revenue related to renewals was \$6.0 million and \$18.0 million for the years ended December 31, 2012 and 2013, respectively. Given our high renewal rate and increasing base of customers, we expect revenue from the amortization of deferred subscription and services revenue related to renewals to increase as a percentage of our total revenue from deferred subscription and services revenue. Our renewal rate for subscription and services agreements expiring in the 12 months ended December 31, 2013 was in excess of 90%.

International revenue increased \$28.1 million, or 167%, during the year ended December 31, 2013 compared to the year ended December 31, 2012, which reflects our increasing presence in international markets.

Cost of Revenue and Gross Margin

	Year Ended December 31,		Change
	2012	2013	
	Amount	Gross Margin	Amount
			Gross Margin
	(Dollars in thousands)		
Cost of revenue:			
Product	\$ 14,467		\$ 28,912
Subscription and services	3,163		18,853
Total cost of revenue	\$ 17,630		\$ 47,765
Gross margin:			
Product		72%	67%
Subscription and services		90%	74%
Total gross margin		79%	70%

Total cost of revenue increased \$30.1 million, or 171%, during the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase in cost of product revenue was driven primarily by an increase in product revenue and an increase in personnel costs in our manufacturing operations department as we continue to add capacity and build out our global supply chain. The increase in cost of subscription and services revenue was driven primarily by increased personnel costs in customer support.

Gross margin decreased for the year ended December 31, 2013 compared to the year ended December 31, 2012. The decrease in product gross margin was driven primarily by our increased investment in our manufacturing operations to increase capacity. The decrease in subscription and services gross margin was due primarily to an increase in our investment in customer support personnel and infrastructure.

Table of Contents*Operating Expenses*

	Year Ended December 31,		2013		Change	
	2012	% of Total Revenue	2013	% of Total Revenue	Amount	%
	Amount		Amount		Amount	%
	(Dollars in thousands)					
Operating expenses:						
Research and development	\$ 16,522	20%	\$ 66,036	41%	\$ 49,514	300%
Sales and marketing	67,562	81	167,466	104	99,904	148
General and administrative	15,221	18	52,503	32	37,282	245
Total operating expenses	\$ 99,305	119%	\$ 286,005	177%	\$ 186,700	188%
Includes stock-based compensation expense of:						
Research and development	\$ 1,465		\$ 6,958			
Sales and marketing	1,672		10,748			
General and administrative	3,536		8,342			
Total	\$ 6,673		\$ 26,048			

Research and Development

Research and development expense increased \$49.5 million, or 300%, during the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to a \$24.3 million increase in personnel costs and a \$1.3 million increase in related consulting costs as we increased our headcount and consultants to support continued investment in our future product and service offerings, and a \$2.9 million increase in nonrecurring engineering activities. Additionally, overhead allocations and depreciation related to capital expenditures for departmental expansion increased by \$18.6 million during the year ended December 31, 2013.

Sales and Marketing

Sales and marketing expense increased \$99.9 million, or 148%, during the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to a \$56.9 million increase in personnel costs of which \$13.2 million related to increased commissions for higher headcount and billings, a \$4.7 million increase in depreciation expense, a \$1.1 million increase in recruiting expenses related to new hires, a \$6.8 million increase in travel-related costs and a \$2.6 million increase in marketing activity, primarily related to an increase in lead generation services and costs associated with trade shows and conventions, Website development and partner programs. The change was also attributable to a \$2.0 million increase in consulting costs and a \$23.8 million increase in overhead allocations driven by the increase in sales and marketing personnel.

General and Administrative

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General and administrative expense increased \$37.3 million, or 245%, during the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to a \$14.3 million increase in personnel costs, a \$13.1 million increase in professional services, including legal, accounting and recruiting services, and a \$0.8 million increase in consulting costs. The change was also attributable to a \$5.6 million increase in overhead allocations associated with departmental expansion. The increase in personnel costs, professional services and consulting costs was primarily a result of growth in our operations and our preparations to operate as a public company.

Table of Contents*Interest Income*

	Year Ended December 31,		Change	
	2012	2013	Amount	%
	(Dollars in thousands)			
Interest income	\$ 7	\$ 68	\$ 61	871%

The change in interest income resulted from the significant increase in the average balances in cash and cash equivalents during the year ended December 31, 2013 compared to the year ended December 31, 2012.

Interest Expense

	Year Ended December 31,		Change	
	2012	2013	Amount	%
	(Dollars in thousands)			
Interest expense	\$ (537)	\$ (525)	\$ 12	(2)%

The decrease in interest expense resulted from decreased bank borrowings during the year ended December 31, 2013 compared to the year ended December 31, 2012.

Other Expense, Net

	Year Ended December 31,		Change	
	2012	2013	Amount	%
	(Dollars in thousands)			
Other expense, net	\$ (2,572)	\$ (7,257)	\$ (4,685)	182%

The change in other expense, net was primarily due to an increase in the estimated fair value of preferred stock warrant liability during the year ended December 31, 2013 compared to the year ended December 31, 2012. At the time of our IPO, our preferred stock warrants were converted into common stock warrants, and the warrant liability was reclassified to stockholders' equity. We will not incur expenses related to these warrants in future periods.

Provision for (Benefit from) Income Taxes

Year Ended December 31,	
2012	2013

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	(Dollars in thousands)	
Provision for (benefit from) income taxes	\$ (965)	\$ (59,297)
Effective tax rate	3%	33%

The increase in our tax benefit from income taxes during the year ended December 31, 2013 is primarily due to the release of the valuation allowance on the majority of U.S. deferred tax assets resulting from recording a deferred tax liability on acquisition related intangibles for which no tax benefit will be derived, partially offset by different tax rates in foreign jurisdictions. The tax benefit for the year ended December 31, 2012 is primarily due to a reduction of the valuation allowance for U.S. deferred tax assets resulting from recording a deferred tax liability on acquisition related intangibles for which no tax benefit will be derived, partially offset by an increase in pre-tax income related to international operations.

Table of Contents**Comparison of the Years Ended December 31, 2011 and 2012***Revenue*

	Year Ended December 31,				Change	
	2011		2012		Amount	%
	Amount	% of Total Revenue	Amount	% of Total Revenue		
(Dollars in thousands)						
Revenue:						
Product	\$ 24,888	74%	\$ 52,265	63%	\$ 27,377	110%
Subscription and services	8,770	26	31,051	37	22,281	254%
Total revenue	\$ 33,658	100%	\$ 83,316	100%	\$ 49,658	148%
Revenue by geographic region:						
United States	\$ 30,050	89%	\$ 66,556	80%	\$ 36,506	121%
EMEA	1,129	3	6,628	8	5,499	487%
APAC	1,142	4	6,488	8	5,346	468%
Other	1,337	4	3,644	4	2,307	173%
Total revenue	\$ 33,658	100%	\$ 83,316	100%	\$ 49,658	148%

Total revenue increased by \$49.7 million, or 148%, during the year ended December 31, 2012 compared to the year ended December 31, 2011. The increase in product revenue was primarily driven by growth in our installed base of customers, which grew from 485 as of December 31, 2011 to 927 as of December 31, 2012, as well as follow-on purchases from customers expanding their initial deployments of our product portfolio. Revenue from our Web Threat Prevention product accounted for the largest portion of our product revenue.

Revenue from the amortization of deferred subscription and services revenue related to initial customer purchases was \$7.6 million and \$25.1 million for the years ended December 31, 2011 and 2012, respectively. Revenue from the amortization of deferred subscription and services revenue related to renewals was \$1.2 million and \$6.0 million for the years ended December 31, 2011 and 2012, respectively. Our renewal rate for subscription and services agreements that expired in 2011 and 2012 was in excess of 90%. Finally, international revenue increased \$13.2 million, or 365%, from 2011 to 2012 as we began to see a return on our investment in increasing our international market presence.

Cost of Revenue and Gross Margin

	Year Ended December 31,				Change Amount
	2011		2012		
	Amount	Gross Margin	Amount	Gross Margin	
(Dollars in thousands)					
Cost of revenue:					
Product	\$ 5,690		\$ 14,467		\$ 8,777
Subscription and services	1,590		3,163		1,573

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Total cost of revenue	\$ 7,280	\$ 17,630	\$ 10,350
Gross margin:			
Product		77%	72%
Subscription and services		82%	90%
Total gross margin		78%	79%

Table of Contents

Total cost of revenue increased \$10.4 million, or 142%, during the year ended December 31, 2012 compared to the year ended December 31, 2011. The increase in cost of product revenue was driven primarily by an increase in product revenue and an increase in personnel costs in our manufacturing operations department. The increase in cost of subscription and services revenue was driven primarily by increased personnel costs in customer support. The decrease in product gross margin was driven by our increased investment in our manufacturing operations department. The increase in subscription and services gross margin was due to the growth of our product, subscription and services revenue, partially offset by an increase in our investment in customer support personnel and infrastructure.

Operating Expenses

	Year Ended December 31,		2012		Change	
	2011	% of Total Revenue	2012	% of Total Revenue	Amount	%
	Amount		Amount		Amount	%
(Dollars in thousands)						
Operating expenses:						
Research and development	\$ 7,275	22%	\$ 16,522	20%	\$ 9,247	127%
Sales and marketing	30,389	90	67,562	81	37,173	122%
General and administrative	4,428	13	15,221	18	10,793	244%
Total operating expenses	\$ 42,092	125%	\$ 99,305	119%	\$ 57,213	136%
Includes stock-based compensation expense of:						
Research and development	\$ 148		\$ 1,465		\$ 1,317	
Sales and marketing	360		1,672		1,312	
General and administrative	168		3,536		3,368	
Total	\$ 676		\$ 6,673		\$ 5,997	

Research and Development

Research and development expense increased \$9.2 million, or 127%, during the year ended December 31, 2012 compared to the year ended December 31, 2011, primarily due to a \$6.1 million increase in personnel costs and a \$0.6 million increase in consulting costs as we increased our headcount and consultants to support continued investment in our future product and service offerings. Additionally, overhead allocations and depreciation related to capital expenditures for departmental expansion increased by \$1.7 million during the year ended December 31, 2012.

Sales and Marketing

Sales and marketing expense increased \$37.2 million, or 122%, during the year ended December 31, 2012 compared to the year ended December 31, 2011, primarily due to a \$20.7 million increase in personnel costs attributable to increased headcount and higher commissions, a \$2.0 million increase in depreciation expense and costs associated with shipping evaluation units, a \$0.8 million increase in consulting costs and a \$3.5 million increase in marketing activity, primarily related to an increase in lead generation services and costs associated with trade shows and conventions, Website development and partner programs. The change was also attributable to a \$2.8 million increase in travel-related costs and a \$5.0 million increase in overhead allocations associated with additional sales and marketing personnel.

Table of Contents*General and Administrative*

General and administrative expense increased \$10.8 million, or 244%, during the year ended December 31, 2012 compared to the year ended December 31, 2011, primarily due to a \$5.5 million increase in personnel costs, a \$1.4 million increase in consulting costs and a \$2.6 million increase in professional services, including legal, accounting and recruiting services. The change was also attributable to a \$1.1 million increase in overhead allocations associated with departmental expansion.

Interest Income

	Year Ended December 31,		Change	
	2011	2012	Amount	%
	(Dollars in thousands)			
Interest income	\$ 3	\$ 7	\$ 4	133%

The increase in interest income resulted from higher average balances in cash and cash equivalents during the year ended December 31, 2012 compared to the year ended December 31, 2011.

Interest Expense

	Year Ended December 31,		Change	
	2011	2012	Amount	%
	(Dollars in thousands)			
Interest expense	\$ (194)	\$ (537)	\$ 343	177%

The increase in interest expense resulted from increased bank borrowings during the year ended December 31, 2012 compared to the year ended December 31, 2011.

Other Expense, Net

	Year Ended December 31,		Change	
	2011	2012	Amount	%
	(Dollars in thousands)			
Other expense, net	\$ (806)	\$ (2,572)	\$ 1,766	219%

The change in other expense, net was due to an increase in fair value of preferred stock warrant liability during the year ended December 31, 2012 compared to the year ended December 31, 2011. Upon the completion of our initial public offering, the liability was reclassified to stockholders' equity, at which time it was no longer subject to fair value accounting.

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Provision for (Benefit from) Income Taxes

	Year Ended December 31,	
	2011	2012
	(Dollars in thousands)	
Provision for (benefit from) income taxes	\$ 71	\$ (965)
Effective tax rate	0%	3%

The increase in provision for (benefit from) income taxes during the year ended December 31, 2012 compared to the year ended December 31, 2011 was primarily due to a reduction in the valuation allowance resulting from recording a deferred tax liability on acquisition related intangibles for which no tax benefit will be derived partially offset by an increase in pre-tax income related to international operations.

Table of Contents**Quarterly Results of Operations**

The following tables set forth selected unaudited quarterly consolidated statements of operations data for each of the eight quarters in the period ended December 31, 2013, as well as the percentage that each line item represents of total revenue for each quarter. The information for each of these quarters has been prepared on the same basis as the audited annual consolidated financial statements included elsewhere in this prospectus and, in the opinion of management, includes all adjustments of a normal, recurring nature that are necessary for the fair presentation of the results of operations for these periods in accordance with generally accepted accounting principles in the United States. This data should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere in this prospectus. These quarterly operating results are not necessarily indicative of our operating results for any future period.

	Mar. 31, 2012	Jun. 30, 2012	Sept. 30, 2012	Three Months Ended				
				Dec. 31, 2012	Mar. 31, 2013	Jun. 30, 2013	Sept. 30, 2013	Dec. 31, 2013
(In thousands)								
Revenue:								
Product	\$ 8,550	\$ 9,651	\$ 13,754	\$ 20,310	\$ 14,988	\$ 17,240	\$ 23,729	\$ 32,296
Subscription and services	5,256	6,284	8,142	11,369	13,428	15,982	18,923	24,966
Total revenue	13,806	15,935	21,896	31,679	28,416	33,222	42,652	57,262
Cost of revenue:								
Product	2,319	3,268	3,813	5,067	4,962	5,804	7,358	10,788
Subscription and services	599	680	904	980	1,920	4,482	6,079	6,372
Total cost of revenue	2,918	3,948	4,717	6,047	6,882	10,286	13,437	17,160
Total gross profit	10,888	11,987	17,179	25,632	21,534	22,936	29,215	40,102
Operating expenses:								
Research and development	2,489	3,134	4,191	6,708	10,062	14,016	20,492	21,466
Sales and marketing	11,824	14,230	16,734	24,774	28,569	37,594	44,414	56,889
General and administrative	1,884	2,826	4,188	6,323	7,311	10,370	11,704	23,118
Total operating expenses	16,197	20,190	25,113	37,805	45,942	61,980	76,610	101,473
Operating loss	(5,309)	(8,203)	(7,934)	(12,173)	(24,408)	(39,044)	(47,395)	(61,371)
Interest income	2	1	2	2	4	48	1	15
Interest expense	(82)	(128)	(167)	(160)	(144)	(132)	(243)	(6)
Other expense, net	(210)	(339)	(699)	(1,324)	(2,200)	(723)	(4,206)	(128)
Loss before income taxes	(5,599)	(8,669)	(8,798)	(13,655)	(26,748)	(39,851)	(51,843)	(61,490)
Provision for (benefit from) income taxes	26	34	54	(1,079)	213	384	(917)	(58,977)
Net loss attributable to common stockholders	\$ (5,625)	\$ (8,703)	\$ (8,852)	\$ (12,576)	\$ (26,961)	\$ (40,235)	\$ (50,926)	\$ (2,513)

Table of Contents

	Mar. 31, 2012	Jun. 30, 2012	Sept. 30, 2012	Three Months Ended				
				Dec. 31, 2012	Mar. 31, 2013	Jun. 30, 2013	Sep. 30, 2013	Dec. 31, 2013
	(as a percentage of revenue)							
Revenue:								
Product	62%	61%	63%	64%	53%	52%	56%	56%
Subscription and services	38%	39%	37%	36%	47%	48%	44%	44%
Total revenue	100%	100%	100%	100%	100%	100%	100%	100%
Cost of revenue:								
Product	17%	21%	18%	16%	17%	17%	17%	19%
Subscription and services	4%	4%	4%	3%	7%	14%	14%	11%
Total cost of revenue	21%	25%	22%	19%	24%	31%	31%	30%
Total gross profit	79%	75%	78%	81%	76%	69%	69%	70%
Operating expenses:								
Research and development	18%	20%	19%	21%	35%	42%	48%	38%
Sales and marketing	85%	89%	76%	78%	101%	113%	104%	99%
General and administrative	14%	18%	20%	20%	26%	32%	27%	40%
Total operating expenses	117%	127%	115%	119%	162%	187%	179%	177%
Operating loss	(38)%	(51)%	(36)%	(38)%	(86)%	(118)%	(110)%	(107)%
Interest income	%	%	%	%	%	%	%	%
Interest expense	(1)%	(1)%	(1)%	(1)%	%	%	(1)%	%
Other expense, net	(2)%	(2)%	(3)%	(4)%	(8)%	(2)%	(10)%	%
Loss before income taxes	(41)%	(54)%	(40)%	(43)%	(94)%	(120)%	(121)%	(107)%
Provision for (benefit from) income taxes	%	1%	%	(4)%	1%	1%	(2)%	(103)%
Net loss attributable to common stockholders	(41)%	(55)%	(40)%	(39)%	(95)%	(121)%	(119)%	(4)%

Quarterly Revenue Trends

Our quarterly revenue increased year-over-year for all periods presented due to increased sales to new customers, as well as upsells to existing customers. Comparisons of our year-over-year total quarterly revenue are more meaningful than comparisons of our sequential results due to seasonality in the sale of our products and subscriptions and services. Our fourth quarter has historically been our strongest quarter for sales as a result of large enterprise buying patterns. While we believe that these seasonal trends have affected and will continue to affect our quarterly results, our rapid growth has largely masked seasonal trends to date. We believe that our business may become more seasonal in the future. Historical patterns in our business may not be a reliable indicator of our future sales activity or performance.

Quarterly Gross Margin Trends

Total gross profit increased year-over-year for all periods presented. Total gross margin has remained relatively consistent over all periods presented, and any fluctuation is primarily due to shifts in the mix of sales between products and subscriptions and services, as well as the types and volumes of products sold. For the three months ended June 30, 2013, September 30, 2013 and December 31, 2013, gross margin declined year-over-year primarily due to an increase in cost of subscription and services revenue relating to increased personnel costs in customer support.

Quarterly Expense Trends

Total operating expenses increased year-over-year for all periods presented primarily due to the addition of personnel in connection with the expansion of our business. Research and development expense increased sequentially over the periods as we increased our headcount to support continued investment in our future product and subscription and services offerings. Sales and marketing expense increased significantly in the three months ended December 31, 2012 compared to the three months ended September 30, 2012, primarily due to an

Table of Contents

increase in personnel costs related to increases in headcount, higher commission expense related to higher sales, and higher stock-based compensation expense. Sales and marketing expense increased significantly in both the three months ended June 30, 2013 and September 30, 2013 compared to the three months ended March 31, 2013, primarily due to an increase in personnel costs related to increases in headcount, higher commission expense related to higher sales, higher stock-based compensation expense and an increase in overhead allocations associated with additional sales and marketing personnel. General and administrative expense increased significantly in the three months ended December 31, 2012 compared to the three months ended September 30, 2012, in both the three months ended June 30, 2013 and September 30, 2013 compared to the three months ended March 31, 2013, primarily due to an increase in personnel, legal expense and higher professional services fees for preparing to be a public company. In the three months ended December 31, 2013 compared to the three months ended September 30, 2013, general and administrative expenses increased primarily due to approximately \$8.5 million of expenses incurred in connection with the acquisition of Mandiant and increases in stock compensation expense. For the three months ended December 31, 2012, we recorded a benefit for income taxes due to a reduction in the valuation allowance resulting from recording a deferred tax liability on acquisition-related intangibles for which no tax benefit will be derived, partially offset by an increase in pre-tax income related to international operations.

Liquidity and Capital Resources

	2011	As of December 31, 2012 (In thousands)	2013
Cash and cash equivalents	\$ 10,676	\$ 60,200	\$ 173,918

	2011	Year Ended December 31, 2012 (In thousands)	2013
Cash provided by (used in) operating activities	\$ 5,111	\$ 21,500	\$ (69,762)
Cash used in investing activities	(5,224)	(20,215)	(148,469)
Cash provided by financing activities	3,124	48,239	331,949
Net increase in cash and cash equivalents	\$ 3,011	\$ 49,524	\$ 113,718

As of December 31, 2013, our cash and cash equivalents of \$173.9 million were held for working capital, capital expenditures, investment in technology and business acquisition purposes, of which approximately \$16.6 million was held outside of the United States and is not presently available to fund domestic operations and obligations. If we were to repatriate cash held outside of the United States, it could be subject to U.S. income taxes, less any previously paid foreign income taxes. We have no current plans to repatriate this cash.

In June 2010, we entered into a loan agreement that provides for: (i) a revolving line of credit facility, (ii) an equipment facility and (iii) a term loan. In addition, this loan agreement was amended and restated in August 2011 to provide for additional borrowings under a growth facility. As of December 31, 2013, we had no outstanding borrowings under the revolving line of credit. The line of credit carries a floating interest rate equal to prime plus 1.5%, and borrowings under the line of credit are collateralized by all of our assets, excluding intellectual property. The availability of borrowings under the line of credit are subject to certain borrowing base limitations on our outstanding accounts receivable. As of December 31, 2013, amounts available under the line of credit amounted to \$25.0 million. These amounts have a maturity date of December 31, 2014. In October 2013, we repaid the outstanding balance of \$20.0 million.

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Prior to our initial public offering, or IPO, in September 2013, we financed our operations primarily through private sales of equity securities and, to a lesser extent, proceeds from our bank facility and cash generated from

Table of Contents

operations. In September 2013, we completed our IPO pursuant to which we sold 17,450,000 shares of our common stock (inclusive of 2,275,000 shares of common stock from the exercise of the over-allotment option granted to the underwriters) at a public offering price of \$20.00 per share, resulting in net proceeds of \$321.0 million, after underwriting discounts and commissions and offering expenses.

On December 30, 2013, we acquired privately held Mandiant, a leading provider of advanced endpoint security products and security incident response management solutions. We believe this combination creates the industry's leading advanced threat protection vendor with the ability to find and stop attacks at every stage of the attack life cycle. Under the terms of the merger agreement governing the transaction, we delivered to the former security holders of Mandiant merger consideration with an aggregate value equal to approximately \$1,020.3 million, consisting of approximately \$106.5 million in net cash and an aggregate of 21.5 million shares and options to purchase shares of our common stock.

We believe that our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of spending to support development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced product and service offerings, and the continuing market acceptance of our products. In the event that additional financing is required from outside sources, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, operating results, and financial condition would be adversely affected.

Operating Activities

During the year ended December 31, 2013, operating activities used \$69.8 million in cash as a result of a net loss of \$120.6 million, adjusted by non-cash charges of \$4.8 million and a net increase of \$55.6 million in our net operating assets and liabilities. The net increase in our net operating assets and liabilities was primarily the result of a \$95.0 million increase in deferred revenue as a result of increases in sales of subscriptions and support and maintenance services, a \$11.5 million increase in accounts payable due to growth in our business and a \$19.4 million increase in accrued compensation as a result of the growth in our headcount. This increase was partially offset by increases of \$35.1 million in accounts receivable and \$15.6 million in prepaid expenses, a \$18.5 million decrease in accrued liabilities due to payment of Mandiant transaction costs, and a \$3.1 million increase in inventory primarily driven by a large purchase of appliances from our legacy contract manufacturer to build our service inventory as we transitioned to a new contract manufacturer.

During the year ended December 31, 2012, operating activities provided \$21.5 million in cash as a result of a net loss of \$35.8 million, adjusted by non-cash charges of \$15.3 million and a net increase of \$42.0 million in our net operating assets and liabilities. The net increase in our net operating assets and liabilities was primarily the result of a \$46.3 million increase in deferred revenue as a result of increases in sales of subscriptions and support and maintenance services and a \$6.2 million increase in accounts payable due to the growth in our business and a \$3.2 million increase in accrued compensation as a result of the growth in our headcount. This increase was partially offset by a \$10.1 million increase in accounts receivable due to an increase in sales and a \$3.1 million increase in prepaid expenses and other assets.

During the year ended December 31, 2011, operating activities provided \$5.1 million in cash, primarily as a result of a net loss of \$16.8 million, adjusted by non-cash charges of \$5.0 million and a net increase of \$16.9 million in our net operating assets and liabilities. The net change in our operating assets and liabilities was primarily the result of a \$23.8 million increase in deferred revenue as a result of increases in sales of subscriptions and support and maintenance services and, to a lesser extent, increases in accounts payable and accrued compensation. This increase was partially offset by a \$13.5 million increase in accounts receivable due to an increase in sales.

Table of Contents**Investing Activities**

Cash used in investing activities during the year ended December 31, 2013 was \$148.5 million, primarily resulting from the acquisition of Mandiant and from capital expenditures to purchase property and equipment and demonstration units. Cash used in investing activities during the years ended December 31, 2012 and 2011 was \$20.2 million and \$5.2 million, respectively, primarily resulting from capital expenditures to purchase property and equipment and demonstration units.

Financing Activities

During the year ended December 31, 2013, financing activities provided \$331.9 million in cash, primarily from net proceeds of \$321.0 million from our IPO, \$10.0 million from the issuance of convertible preferred stock, additional borrowings of \$10.0 million under our line of credit, proceeds of \$7.3 million from the collection of notes receivable from stockholders as of December 31, 2012 and proceeds of \$5.4 million from exercises of stock options, partially offset by payments of \$22.2 million on bank borrowings.

During the year ended December 31, 2012, financing activities provided \$48.2 million in cash, primarily from issuance of convertible preferred stock and proceeds from bank borrowings.

During the year ended December 31, 2011, financing activities provided \$3.1 million in cash, primarily from proceeds from bank borrowings, partially offset by payments on bank borrowings.

Contractual Obligations and Commitments

The following summarizes our contractual obligations and commitments as of December 31, 2013:

	Total	Payments Due by Period			More Than 5 Years
		Less Than 1 Year	1 - 3 Years (In thousands)	3 - 5 Years	
Operating leases	\$ 40,436	\$ 8,283	\$ 14,210	\$ 8,184	\$ 9,759
Purchase obligations	5,957	2,289	3,668		
Contract manufacturer commitments	16,650	16,650			
Total	\$ 63,043	\$ 27,222	\$ 17,878	\$ 8,184	\$ 9,759

Due to the uncertainty with respect to the timing of future cash flows associated with our unrecognized tax benefits as of December 31, 2013, we are unable to make reasonably reliable estimates of the period of cash settlement with the respective taxing authorities. Therefore, approximately \$0.8 million of unrecognized tax benefits classified as Other long-term liabilities in the accompanying consolidated balance sheet as of December 31, 2013, have been excluded from the contractual obligations table above. In addition, we are unable to make reasonably reliable

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estimates with respect to approximately \$45 million in noncurrent deferred tax liabilities and have therefore excluded such liabilities from the table above. See Note 12 of our consolidated financial statements for a discussion of our income tax liabilities.

Off-Balance Sheet Arrangements

As of December 31, 2012 and December 31, 2013, we did not have any relationships with unconsolidated entities or financial partnerships, such as structured finance or special purpose entities, that were established for the purpose of facilitating off-balance sheet arrangements or other purposes.

Segment Information

We have one primary business activity and operate in one reportable segment.

Table of Contents

Quantitative and Qualitative Disclosures about Market Risk

Foreign Currency Exchange Risk

Our sales contracts are primarily denominated in U.S. dollars. A portion of our operating expenses are incurred outside the United States and are denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Indian Rupee, British Pound Sterling, Japanese Yen and Euro. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our statement of operations. The effect of a hypothetical 10% adverse change in foreign exchange rates on monetary assets and liabilities at December 31, 2013 would not be material to our financial condition or results of operations. To date, foreign currency transaction gains and losses and exchange rate fluctuations have not been material to our financial statements, and we have not engaged in any foreign currency hedging transactions.

As our international operations grow, our risks associated with fluctuation in currency rates will become greater, and we will continue to reassess our approach to managing this risk. In addition, currency fluctuations or a weakening U.S. dollar can increase the costs of our international expansion.

Interest Rate Risk

We had cash and cash equivalents of \$60.2 million and \$173.9 million as of December 31, 2012 and 2013, respectively, consisting of bank deposits and money market funds. Such interest-earning instruments carry a degree of interest rate risk. To date, fluctuations in interest income have not been significant. We also had total outstanding debt of \$12.1 million as of December 31, 2012, of which \$1.2 million was due within 12 months. As of December 31, 2013, we had no outstanding debt. The debt outstanding prior to the fourth quarter of 2013 related to an outstanding line of credit in the amount of \$20.0 million, which was repaid in October 2013. The line of credit remains available to draw upon and carries a variable interest rate equal to the prime rate plus 1.5% and is available through December 31, 2014.

We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. We have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in interest rates. The interest rate on a significant majority of our outstanding debt is variable, which also reduces our exposure to these interest rate risks. A hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our financial statements.

Concentration

Accuvant, one of our resellers, accounted for approximately 10% of our revenue for the year ended December 31, 2012. For the year ended December 31, 2013, Accuvant and Carahsoft, two of our resellers, accounted for approximately 11% and 11% of our revenue, respectively. Our agreements with these resellers were made in the ordinary course of our business and may be terminated with or without cause by either party with advance notice. Although we believe we would experience some short-term disruption in the distribution of our products, subscriptions and services if these agreements were terminated, we believe such termination would not have a material adverse effect on our financial results and that alternative resellers and other channel partners exist to deliver our products to our end-customers.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures.

Table of Contents

We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. We evaluate our estimates and assumptions on an ongoing basis. Actual results may differ from these estimates. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected.

The critical accounting policies requiring estimates, assumptions, and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

Revenue Recognition

We generate revenue from the sales of products, subscriptions, support and maintenance and other services, primarily through our indirect relationships with our partners as well as end customers through a direct sales force. Our products include operating system software that is integrated into the appliance hardware and is deemed essential to its functionality. As a result, we account for revenue in accordance with ASC 605 and all related interpretations as all our security appliance deliverables include proprietary operating system software, which together deliver the essential functionality of our products.

Revenue is recognized when all of the following criteria are met:

Persuasive Evidence of an Arrangement Exists. We rely upon non-cancelable sales agreements and purchase orders to determine the existence of an arrangement.

Delivery has Occurred. We use shipping documents or receipt of transmissions of service contract registration codes to verify delivery.

The Fee is Fixed or Determinable. We assess whether the fee is fixed or determinable based on the payment terms associated with the transaction.

Collectability is Reasonably Assured. We assess collectability based on credit analysis and payment history.

Our products include three principal security product families that address critical vectors of attack, including Web, email and file shares. Our Web Threat Prevention, File Threat Prevention, Forensic Analysis System and Central Management System appliances and subscription services qualify as separate units of accounting. Therefore, Web Threat Prevention, File Threat Prevention, Forensic Analysis System and Central Management System appliance product revenue is recognized at the time of shipment. However, unlike our Web Threat Prevention and File Threat Prevention appliances, our Email Threat Prevention appliance cannot function without the use of our Email Threat Prevention Attachment/URL Engine, which analyzes email attachments and URLs embedded in emails for next-generation threats. As such, our Email Threat Prevention and related services do not have stand-alone value and do not qualify as separate units of accounting. Therefore, Email Threat Prevention product revenue is recognized ratably over the longer of the contractual term of the subscription services or the estimated period the customer is expected to benefit from the product, provided that all other revenue recognition criteria have been met. Because we have only been selling our Email Threat Prevention since April 2011, we have a limited history with respect to subscription renewals for such product. As a result, revenue from all Email Threat Prevention products sold by us through December 31, 2013 has been recognized ratably over the contractual term of the subscription services. At the time of shipment, product revenue generally meets the criteria for fixed or determinable fees as our partners receive an order from an end-customer prior to placing an order with us. In addition, payment from our partners is not contingent on the partners' collection from their end-customers. Our partners do not stock products and do not have any stock rotation rights. We recognize

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subscription and support and maintenance services revenue ratably over the contractual service period, which is typically one or three years. Other services revenue is recognized as the services are rendered and has not been significant to date.

Most of our arrangements, other than renewals of subscriptions and support and maintenance services, are multiple-element arrangements with a combination of product, subscriptions, support and maintenance, and other services. For multiple-element arrangements, we allocate revenue to each unit of accounting based on an

Table of Contents

estimated selling price at the arrangement inception. The estimated selling price for each element is based upon the following hierarchy: vendor-specific objective evidence, or VSOE, of selling price, if available, third-party evidence, or TPE, of selling price, if VSOE of selling price is not available, or best estimate of selling price, or BESP, if neither VSOE of selling price nor TPE of selling price are available. The total arrangement consideration is allocated to each separate unit of accounting using the relative estimated selling prices of each unit based on the aforementioned selling price hierarchy. We limit the amount of revenue recognized for delivered elements to an amount that is not contingent upon future delivery of additional products or services or meeting of any specified performance conditions.

To determine the estimated selling price in multiple-element arrangements, we establish VSOE of selling price using the prices charged for a deliverable when sold separately and, for subscriptions and support and maintenance, based on the renewal rates and discounts offered to partners. If VSOE of selling price cannot be established for a deliverable, we establish TPE of selling price by evaluating similar and interchangeable competitor products or services in standalone arrangements with similarly situated partners. However, as our products contain a significant element of proprietary technology and offer substantially different features and functionality from our competitors, we are unable to obtain comparable pricing of our competitors' products with similar functionality on a stand-alone basis. Therefore, we have not been able to obtain reliable evidence of TPE of selling price. If neither VSOE nor TPE of selling price can be established for a deliverable, we establish BESP primarily based on historical transaction pricing. Historical transactions are segregated based on our pricing model and our go-to-market strategy, which include factors such as type of sales channel (reseller, distributor, or end-customer), the geographies in which our products and services were sold (domestic or international), offering type (products or services), and whether or not the opportunity was identified by our sales force or by our partners. In analyzing historical transaction pricing, we evaluate whether a majority of the prices charged for a product, as represented by a percentage of list price, fall within a reasonable range. To further support the BESP of selling price as determined by the historical transaction pricing or when such information is unavailable, such as when there are limited sales of a new product, we consider the same factors we have established through our pricing model and go-to-market strategy. The determination of BESP is made through consultation with and approval by our management.

Shipping charges billed to partners are included in revenue and related costs are included in cost of revenue. Sales commissions and other incremental costs to acquire contracts are also expensed as incurred. After receipt of a partner order, any amounts billed in excess of revenue recognized are recorded as deferred revenue.

Stock-Based Compensation

Compensation expense related to stock-based transactions, including employee and non-employee director stock options, is measured and recognized in the financial statements based on the fair value of the awards granted. The fair value of each option award is estimated on the grant date using the Black-Scholes option-pricing model and a single option award approach. Stock-based compensation expense is recognized, net of forfeitures, over the requisite service periods of the awards, which is generally four years.

Our use of the Black-Scholes option-pricing model requires the input of highly subjective assumptions, including the fair value of the underlying common stock, the expected term of the option, the expected volatility of the price of our common stock, risk-free interest rates, and the expected dividend yield of our common stock. The assumptions used in our option-pricing model represent management's best estimates. These estimates involve inherent uncertainties and the application of management's judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future.

These assumptions and estimates are as follows:

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Fair Value of Common Stock. Because our common stock was not publicly traded until September 20, 2013, we were required to estimate the fair value of common stock for grants made prior to that date, as discussed in [Common Stock Valuations](#) below.

Table of Contents

Risk-Free Interest Rate. We base the risk-free interest rate used in the Black-Scholes option-pricing model on the implied yield available on U.S. Treasury zero-coupon issues with a remaining term equivalent to that of the options for each option group.

Expected Term. The expected term represents the period that our stock-based awards are expected to be outstanding. We base the expected term assumption on our historical exercise behavior combined with estimates of the post-vesting holding period.

Volatility. We determine the price volatility factor based on the historical volatilities of our publicly traded peer group as we do not have a trading history for our common stock. Industry peers consist of several public companies in the technology industry that are similar to us in size, stage of life cycle, and financial leverage. We used the same set of peer group companies in all the relevant valuation estimates. We did not rely on implied volatilities of traded options in our industry peers' common stock because the volume of activity was relatively low. We intend to continue to consistently apply this process using the same or similar public companies until a sufficient amount of historical information regarding the volatility of our own common stock share price becomes available, or unless circumstances change such that the identified companies are no longer similar to us, in which case, more suitable companies whose share prices are publicly available would be utilized in the calculation.

Dividend Yield. The expected dividend assumption is based on our current expectations about our anticipated dividend policy. Consequently, we used an expected dividend yield of zero.

The following table summarizes the assumptions used in the Black-Scholes option-pricing model to determine the fair value of our stock options as follows:

	Year Ended December 31,					
	2011		2012		2013	
Fair value of common stock	\$0.57	\$1.65	\$1.65	\$5.44	\$6.05	\$42.37
Risk-free interest rate	1.0%	2.8%	0.2%	3.4%	0.6%	2.1%
Expected term (in years)	5	7	1	6	4	6
Volatility	51%	52%	49%	53%	46%	54%
Dividend yield	%		%		%	

In addition to the assumptions used in the Black-Scholes option-pricing model, we must also estimate a forfeiture rate to calculate the stock-based compensation expense for our awards. Our forfeiture rate is based on an analysis of our actual forfeitures. We will continue to evaluate the appropriateness of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover, and other factors. Quarterly changes in the estimated forfeiture rate can have a significant impact on our stock-based compensation expense as the cumulative effect of adjusting the rate is recognized in the period the forfeiture estimate is changed. If a revised forfeiture rate is higher than the previously estimated forfeiture rate, an adjustment is made that will result in a decrease to the stock-based compensation expense recognized in the financial statements. If a revised forfeiture rate is lower than the previously estimated forfeiture rate, an adjustment is made that will result in an increase to the stock-based compensation expense recognized in the financial statements.

We estimate the fair value of the rights to acquire stock under our 2013 Employee Stock Purchase Plan (the "ESPP") using the Black-Scholes option pricing formula. Our ESPP typically provides for consecutive twelve month offering periods and we use our peer group volatility data in the valuation of ESPP shares. We recognize such compensation expense on a straight-line basis over the employee's requisite service period.

We account for the fair value of restricted stock units ("RSUs") using the closing market price of our common stock on the date of grant. For new-hire grants, RSUs typically vest ratably on an annual basis over four years. For annual refresh grants, RSUs typically vest ratably on an annual basis over two to four years.

Table of Contents

We account for the fair value of performance stock units (PSUs) using the closing market price of our common stock on the date of grant. We recognize compensation expense when we concluded that it is probable that the performance conditions will be achieved. We will reassess the probability of vesting at each reporting period and adjust our compensation cost based on the probability assessment.

We will continue to use judgment in evaluating the assumptions related to our stock-based compensation on a prospective basis. As we continue to accumulate additional data related to our common stock, we may have refinements to our estimates, which could materially impact our future stock-based compensation expense.

Common Stock Valuations

We are required to estimate the fair value of the common stock underlying our stock-based awards when performing the fair value calculations with the Black-Scholes option-pricing model. Since the completion of our IPO in September 2013, we have determined the fair value our stock price based on the closing price at the date of grant. Prior to the IPO, the fair values of the common stock underlying our stock-based awards were determined by our board of directors, with input from management and third-party valuations. We believe that our board of directors has the relevant experience and expertise to determine the fair value of our common stock. As described below, the exercise price of our stock-based awards was determined by our board of directors based on the most recent contemporaneous third-party valuation as of the grant date. If awards were granted a short period of time preceding the date of a valuation report, we assessed the fair value used for financial reporting purposes after considering the fair value reflected in the subsequent valuation report and other facts and circumstances on the date of grant as discussed below. In such instances, the fair value that we used for financial reporting purposes generally exceeded the exercise price for those awards, although we believe that relying on the preceding valuation report was appropriate for tax purposes.

Prior to our IPO, given the absence of a public trading market for our common stock, and in accordance with the American Institute of Certified Public Accountants Practice Guide, Valuation of Privately-Held-Company Equity Securities Issued as Compensation, our board of directors exercised reasonable judgment and considered numerous objective and subjective factors to determine the best estimate of the fair value of our common stock, including:

contemporaneous valuations performed by unrelated third-party specialists;

the prices, rights, preferences, and privileges of our convertible preferred stock relative to those of our common stock;

the lack of marketability of our common stock;

our actual operating and financial performance;

current business conditions and projections;

our hiring of key personnel and the experience of our management;

our history and the timing of the introduction of new products and services;

our stage of development;

the likelihood of achieving a liquidity event, such as an initial public offering or a merger or acquisition of our company given prevailing market conditions;

the illiquidity of stock-based awards involving securities in a private company;

the market performance of comparable publicly traded companies; and

the U.S. and global capital market conditions.

In valuing the common stock, the board of directors determined the fair value of our business, or Enterprise Value or EV, by taking a weighted combination of the value indications under an income approach, market approach and Probability Weighted Expected Return Method, or PWERM, approach.

Table of Contents

The income approach estimates the Enterprise Value based on the present value of future estimated cash flows. These future cash flows are discounted to their present values using a discount rate, which is derived from an analysis of the cost of capital of comparable publicly traded companies in the same industry or similar lines of business, or Guideline Companies, as of each valuation date. This weighted-average cost of capital discount rate, or WACC, is adjusted to reflect the risks inherent in the business. The WACC used for these valuations was determined to be reasonable and appropriate given our stage of development at the time of each respective valuation. The valuations performed during this period evaluated our business under the basis that it was initially in either the second or third stage of development as of the December 2011 valuation but moving forward toward the fourth or fifth stage of development in the March, April, May and June 2013 valuations. The income approach also assesses the residual value beyond the forecast period, or the Terminal Value, utilizing multiples from the Guideline Companies to our future revenue projections.

The market approaches were not always relied upon for these valuations. Specifically, the comparable companies market multiple approach and the comparable transactions market approach were not used in these valuations to determine an EV, but methods similar to these were used in the PWERM approach discussed further below. When applicable due to a recent preferred stock offering or a significant common stock repurchase, the prior sale of stock market approach was either assessed as a point of reference or actually utilized in the valuation. This approach involves examining any transactions involving the stock of the business being valued considering the following: the number of shares involved and the timing of the transaction with regard to the valuation date, the class of stock in the transaction, whether other considerations were involved and the participants in the transaction (i.e., related party or new investor), amongst others. Often this involves backing into an Enterprise Value based on the terms of the new financing or stock sale if performed at an arm's length and with new investors.

The PWERM approach estimates the Enterprise Value by evaluating the following multiples as a guide for determining an EV: (1) multiples of the Guideline Companies' Enterprise Values compared to either last 12 months revenue or EBITDA, (2) multiples of the Enterprise Values of similar companies that had recently been acquired compared to either last 12 months revenue or EBITDA, or (3) multiples of the Enterprise Values of similar companies that had recently completed an IPO compared to either last 12 months revenue or net income.

The equity values determined by the various valuation approaches, if more than one was used, were then weighted to determine the aggregate equity value of our business. As we moved closer to our proposed initial public offering, the weighting towards the PWERM approach increased, generally resulting in an increase in the fair value of our common stock.

When considering which companies to include as our Guideline Companies, we focused on U.S. based companies in the information technology industry in which we operate. More specifically, we focused on companies that address components of the network security market and networking companies with similar business models of generating revenue from the sale of both products and services, companies with a market capitalization greater than \$1 billion, companies with revenue growth rates generally greater than 10%, and companies with net income and positive cash flow from operating activities. In considering companies that had recently completed an initial public offering, we selected those companies with business models similar to ours. The Guideline Companies remained mostly unchanged for the valuations during 2012 and 2013.

In some cases, we considered the amount of time between the valuation date and the grant date to determine whether to use the latest common stock valuation determined pursuant to one of the methods described above or to use another value based on a straight-line calculation between two valuation dates. This determination included an evaluation of whether the subsequent valuation increase was the result of specific events recognized by the board that resulted in the increase during the interim period or whether the increase was due to less visible reasons such as general improvements in the business or changes in the valuation methodologies or components.

The Enterprise Value determined by the income and market approaches, excluding any PWERM valuations, were then allocated to the common stock using the option pricing method, or OPM. The OPM treats common

Table of Contents

stock and convertible preferred stock as call options on a business, with exercise prices based on the liquidation preference of the convertible preferred stock. Therefore, the common stock has value only if the funds available for distribution to the stockholders exceed the value of the liquidation preference at the time of a liquidity event such as a merger, sale or initial public offering, assuming the business has funds available to make a liquidation preference meaningful and collectible by the stockholders. The common stock is modeled to be a call option with a claim on the business at an exercise price equal to the remaining value immediately after the convertible preferred stock is liquidated. The OPM uses the Black-Scholes option-pricing model to price the call option. The OPM is appropriate to use when the range of possible future outcomes is so difficult to predict that forecasts would be highly speculative. The PWERM was considered but not used due to the uncertainty of the board's estimates of the probabilities for future potential liquidity events for the valuations as of December 31, 2011, June 30, 2012 and September 30, 2012. However, the PWERM was utilized for the December 31, 2012 and the March 31, April 30, May 31 and June 30, 2013 valuations.

In addition, we also considered an appropriate discount adjustment to recognize the lack of marketability within each valuation due to being a closely held entity.

Between April 1, 2012 and the date of this prospectus, we granted the following stock options:

Grant Date	Number of Awards Granted	Exercise Price	Fair Value Per Share of Common Stock
May 2012	3,726,611	\$ 1.65	\$ 2.21
June 2012	41,000	1.65	2.48
September 2012	1,307,850	2.48	3.66
November 2012	968,000	3.66	4.47
January 2013	3,570,844	5.44	6.05
February 2013	642,900	5.44	6.46
May 2013	3,058,900	7.93	8.73
May 2013	798,700	7.93	9.17
June 2013	1,295,450	9.68	10.21
July 2013	1,243,000	10.25	12.90
August 2013	952,500	13.00	14.67
September 2013	824,900	13.00	16.00
September 2013	367,000	20.00	20.00
October 2013	99,000	42.37	42.37
November 2013	121,100	38.86	38.86
December 2013	207,500	38.33	38.33
January 2014	314,900	73.57	73.57
February 2014	290,200	74.35	74.35

In addition to the stock options granted, we also granted 2,265,360, 69,632, 26,111, 23,711, 26,670, 240,000 and 5,000 shares of restricted common stock in May 2012, December 2012, May 2013, July 2013, August 2013, September 2013 and November 2013, respectively. In addition, we granted restricted stock units in January 2013, February 2013, August 2013, December 2013, February 2014 and March 2014, which are performance based and the underlying shares of common stock are subject to adjustment. In December 2013, February 2014 and March 2014, we also granted 9,350, 287,194 and 75,000 restricted stock units which are not performance based, respectively. Each of the restricted stock unit grants prior to our IPO is discussed in greater detail in the individual valuation discussions below.

Based upon the initial public offering price of \$20.00 per share, the aggregate intrinsic value of options outstanding as of June 30, 2013 was approximately \$332.1 million, of which \$100.0 million related to vested options and approximately \$232.1 million related to unvested options.

Table of Contents

We obtained independent third-party valuations, the results and timing of which were as follows:

Valuation Date (As of)	Fair Value Per Share of Common Stock	
December 31, 2011	\$	1.65
June 30, 2012		2.48
September 30, 2012		3.66
December 31, 2012		5.44
March 31, 2013		7.93
April 30, 2013		8.63
May 31, 2013		9.68
June 30, 2013		10.25

The following discussion relates primarily to our determination of the fair value per share of our common stock for purposes of calculating stock-based compensation expenses since April 2012. No single event caused the valuation of our common stock to increase during this period. Instead, a combination of the factors described below in each period led to the changes in the fair value of our common stock. Notwithstanding the fair value reassessments described below, we believe we applied a reasonable valuation method to determine the stock option exercise prices on the respective stock option grant dates.

May and June 2012

We granted 3,726,611 stock options in May 2012. Our board of directors set an exercise price of \$1.65 per share for these options based in part on a third-party valuation prepared as of December 31, 2011. In addition, we granted 2,265,360 shares of restricted common stock in May 2012 which, by definition, do not have an exercise price. When assessing the appropriate fair value for purposes of calculating the related stock-based compensation expense for these awards, we evaluated the two surrounding valuations prepared as of December 31, 2011 and June 30, 2012.

The December 31, 2011 contemporaneous valuation was prepared on a minority, non-marketable basis assuming our business was in the second or third stage of development. We considered our business to be in the second or third stage of development because our product development was generally complete, we were receiving feedback from our customers and sales growth was very strong. However, there was still significant risk associated with our business plan. This valuation was developed using the income approach, specifically a discounted cash flow analysis, to determine our EV. The discounted cash flow analysis was developed based on our forecast through 2014 and utilized a WACC of 35%, which was deemed appropriate considering our stage of development. For purposes of determining a Terminal Value, the valuation applied a multiple consistent with observed revenue multiples from our Guideline Companies. This calculated value was then discounted to present value using the same WACC to determine the final Terminal Value. The resulting equity value was then allocated to the common stock utilizing an OPM with the following assumptions: a time to a liquidity event of 2.25 years, risk-free rate of 0.3%, dividend yield of 0% and volatility of 50% over the time to a liquidity event. The fair value of our common stock, as determined by an OPM and after applying a marketability discount of 30%, was \$1.65 per share as of December 31, 2011.

The June 30, 2012 contemporaneous valuation was prepared on a minority, non-marketable basis assuming our business was in the third stage of development. We considered our business to be in the third stage of development because our sales growth remained very strong and profitability was becoming seemingly more achievable, but there was still risk around operating in a competitive market that is subject to technological change with larger established competitors. This valuation was developed using a combination of the income approach, specifically a discounted cash flow analysis, and the prior sales of stock market approach to determine our EV. The discounted cash flow analysis was developed based on our forecast through 2014 and utilized a WACC of 31% which was deemed appropriate considering our stage of development. For purposes of determining a Terminal Value, the valuation applied a multiple consistent with observed revenue multiples from our Guideline Companies. This calculated value was then discounted to present value using the same WACC to

Table of Contents

determine the final Terminal Value. The resulting equity value was then allocated to the common stock utilizing an OPM with the following assumptions: a time to a liquidity event of 2.0 years, risk-free rate of 0.3%, dividend yield of 0% and volatility of 57% over the time to a liquidity event. The fair value of our common stock under the income approach, as determined by an OPM and after applying a marketability discount of 25%, was \$2.35 per share as of June 30, 2012. When combined with the results from the prior sale of stock under the market approach, the fair value of our common stock as of June 30, 2012 was determined to be \$2.48 per share.

The primary reasons for the increase in fair value from the December 31, 2011 valuation to the June 30, 2012 valuation was the decrease in the WACC due to the evolution of our business's stage of development and the use of a higher multiple in the Terminal Value calculation as we were recognizing record growth in revenue. These changes directly resulted in an increase in EV from December 2011 to June 2012. In addition, the OPM in the June 2012 valuation utilized a slightly shorter time to a liquidity event due to the passage of time, and the valuation utilized a lower marketability discount as we neared this assumed liquidity event.

For financial reporting purposes for the awards granted in May 2012, we applied a straight-line calculation between the \$1.65 per share determined in the contemporaneous third-party valuation as of December 31, 2011 and the \$2.48 per share determined in the contemporaneous third-party valuation as of June 30, 2012 to determine the fair value of our common stock on the grant date. Using the benefit of hindsight, we determined that the straight-line calculation would provide the most appropriate conclusion for the valuation of our common stock on the interim dates between valuations because we did not identify any single event or series of events that occurred during this interim period that would have caused a material change in fair value. Based on this calculation, we assessed the fair value of our common stock for awards granted in May 2012 to be \$2.21 per share.

In addition, we granted 41,000 stock options in June 2012. Our board of directors set an exercise price of \$1.65 per share for these options based in part on a third-party valuation prepared as of December 31, 2011 because the June 30, 2012 valuation was not completed until August 2012.

For financial reporting purposes for the awards granted in June 2012, we utilized the fair value of \$2.48 per share determined in the contemporaneous third-party valuation as of June 30, 2012 for the grant date fair va