UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 10, 2020

FireEye, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)
001-36067
(Commission
File Number)
20-1548921
(IRS Employer
Identification No.)

601 McCarthy Blvd.
Milpitas, CA 95035
(Address of principal executive offices, including zip code)

(408) 321-6300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Trading Symbol(s) Name of each exchange on which registered
Common Stock, par value $0.0001 per share FEYE The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 5.02 Election of Directors.

On August 10, 2020, the Board of Directors (the “Board”) of FireEye, Inc. (the “Company”) appointed Sara C. Andrews to serve as a member of the Board, effective immediately. Ms. Andrews will serve in the class of directors whose term expires at the annual meeting of stockholders to be held in 2021.

Ms. Andrews, age 57, has served as Senior Vice President and Chief Information Security Officer at PepsiCo, Inc. since July 2014. Prior to joining PepsiCo, Inc., Ms. Andrews served as Chief Network Security Officer of Verizon Communications, Inc. from June 1997 to July 2014. She has served on the board of directors of LogMeIn, Inc. since April 2018. Ms. Andrews holds a B.I.E. from Auburn University and an M.B.A. from Brenau University.

The Board has determined that Ms. Andrews is an “independent director” as defined under the applicable rules and regulations of the Securities and Exchange Commission and the listing requirements and rules of The NASDAQ Stock Market.

There is no arrangement or understanding between Ms. Andrews and any other persons pursuant to which Ms. Andrews was selected as a director.

In accordance with the Company’s Outside Director Compensation Policy, as amended (the “Outside Director Compensation Policy”), Ms. Andrews was granted a restricted stock unit award on August 10, 2020 in the amount of 25,039 shares of the Company’s common stock. The award will vest over three years, with one-third (1/3rd) of the restricted stock units subject to the award vesting on each anniversary of the date of grant, in each case subject to Ms. Andrews continuing to serve on the Board through the applicable vesting date. The restricted stock units are subject to the terms and conditions of the Company’s 2013 Equity Incentive Plan and the related restricted stock unit award agreement. Furthermore, Ms. Andrews is entitled to receive annual fees in accordance with the terms and conditions of the Outside Director Compensation Policy. The Company will also reimburse Ms. Andrews for reasonable expenses in connection with her services to the Company and attendance of Board and committee meetings in accordance with the Company’s established policies. A copy of the offer letter between Ms. Andrews and the Company is filed as Exhibit 10.1 to this Current Report on Form 8-K.

In addition, Ms. Andrews has executed the Company’s standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 2, 2013.

A copy of the press release announcing the appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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<thead>
<tr>
<th>Exhibit No.</th>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIREEYE, INC.

Date: August 11, 2020

By: /s/ Alexa King

Alexa King
Executive Vice President, General Counsel and Secretary
August 3, 2020

Ms. Sara Andrews  
(via email)

Dear Sara,

On behalf of the Board of Directors (the “Board”) of FireEye, Inc. (the “Company”), we are pleased to inform you that our Nominating and Corporate Governance Committee has nominated you for election as a member of our Board. This offer is subject to final approval by our Board and election as a member of our Board.

As you are aware, the Company is a Delaware corporation and therefore your rights and duties as a Board member are prescribed by Delaware law and our charter documents, as well as by the policies established by our Board from time to time and the rules and regulations of the U.S. Securities and Exchange Commission and The NASDAQ Stock Market. As you are also aware, upon your formal appointment to the Board, you will become a Section 16 reporting person of the Company. You may also be requested to serve as a director of one or more of our subsidiaries in which case you may be subject to other laws while serving in such a capacity. In addition, please note that, as a director, you will be subject to the corporate policies of the Company, including but not limited to the Company’s Code of Business Conduct and Ethics Policy, External Communications (Regulation FD) Policy, Anti-Corruption Policy, Insider Trading Policy and Stock Ownership Guidelines.

As a non-employee member of our Board, you may be asked to serve on one or more committees of our Board in the future. In addition to committee meetings, which shall be convened as needed, our Board meetings are generally held quarterly at the Company’s offices in Milpitas, California. We would hope that your schedule would permit you to attend all of the meetings of the Board and any committees of which you are a member. In addition, from time to time, there may be telephonic meetings to address special matters.

As you are aware, upon your formal appointment to the Board, you will become a Section 16 reporting person of the Company. You may also be requested to serve as a director of one or more of our subsidiaries in which case you may be subject to other laws while serving in such a capacity. In addition, please note that, as a director, you will be subject to the corporate policies of the Company, including but not limited to the Company’s Code of Business Conduct and Ethics Policy, External Communications (Regulation FD) Policy, Anti-Corruption Policy, Insider Trading Policy and Stock Ownership Guidelines.

As a non-employee member of our Board, you may be asked to serve on one or more committees of our Board in the future. In addition to committee meetings, which shall be convened as needed, our Board meetings are generally held quarterly at the Company’s offices in Milpitas, California. We would hope that your schedule would permit you to attend all of the meetings of the Board and any committees of which you are a member. In addition, from time to time, there may be telephonic meetings to address special matters.

It is expected that during the term of your Board membership with the Company you will not engage in any other employment, occupation, consulting or other business activity that competes with the business in which the Company is now involved in or becomes involved in during the term of your service to the Company, nor will you engage in any other activities that conflict with your obligations to the Company.

If you decide to join the Board, then at the time of your election as a member of the Board, you will be granted an award of restricted stock units (“RSUs”) with a total value of $400,000 (the “Initial Award”) (with the number of shares subject thereto determined based on that total value, but rounded down to the nearest whole share), pursuant to the Company’s Outside Director Compensation Policy (the “Outside Director Compensation Policy”). The Initial Award will be subject to the terms and conditions of our 2013 Equity Incentive Plan (the “Plan”) and our standard form of RSU agreement thereunder. Subject to the Outside Director Compensation Policy and the Plan, the Initial Award will vest as to one-third (1/3) of the RSUs subject to the Initial Award on each anniversary of the date of grant, in each case subject to you continuing to serve as a Board member through the applicable vesting date. Furthermore, after becoming a member of the Board, you will be entitled to receive additional annual equity awards in accordance with the terms and conditions of the Outside Director Compensation Policy.

In accordance with the terms of the Outside Director Compensation Policy and the Plan, in connection with a Change in Control (as defined in the Plan), all RSUs subject to the Initial Award granted in accordance with the foregoing provisions shall vest in full if the successor corporation does not assume or substitute for the Initial Award or your status as a director of the Company or the successor corporation, as applicable, is terminated other than upon a voluntary resignation by you (unless such resignation is at the request of the acquirer).

Exhibit 10.1
The payment of compensation to Board members is subject to many restrictions under applicable law, and as such, you should be aware that the compensation set forth above is subject to such future changes and modifications as the Board or its committees may deem necessary or appropriate. In addition, please note that unless otherwise approved by our Board or required under applicable law, directors of our subsidiaries shall not be entitled to any compensation.

You shall be entitled to reimbursement for reasonable expenses incurred by you in connection with your service to the Company and attendance of Board and committee meetings in accordance with the Company’s established policies.

Please note that nothing in this letter or any agreement granting you equity awards should be construed to interfere with or otherwise restrict in any way the rights of the Company, its Board or stockholders from removing you from the Board or any committee in accordance with the provisions of applicable law. Furthermore, except as otherwise provided to other non-employee Board members or required by law, the Company does not intend to afford you any rights as an employee, including without limitation, the right to further employment or any other benefits.

This letter sets forth the entire agreement and understanding between you and the Company relating to the subject matter herein and supersedes all prior or contemporaneous discussions, understandings and agreements, whether oral or written, between you and the Company relating to the subject matter hereof.

We hope that you find the foregoing terms acceptable. You may indicate your agreement with these terms by signing both the enclosed duplicate and original letter and returning them to me. By signing this letter you also represent that the execution and delivery of this agreement and the fulfillment of the terms hereof will not require the consent of another person, constitute a default under or conflict with any agreement or other instrument to which you are bound or a party.

On behalf of the Company it gives us great pleasure to welcome you as a member of our Board. We anticipate your leadership and experience shall make a key contribution to our success at this critical time in our growth and development.

Yours very truly,

/s/ Ronald E.F. Codd

Ronald E.F. Codd on behalf of
the Nominating and Corporate Governance Committee
FireEye, Inc.

Acknowledged and agreed to as of this
3 day of August, 2020

/s/ Sara Andrews
Sara Andrews
PepsiCo Chief Information Security Officer Sara Andrews Joins FireEye Board of Directors

MILPITAS, Calif. – Aug. 11, 2020 – FireEye, Inc. (NASDAQ: FEYE), the intelligence-led security company, today announced that Sara Andrews has been appointed to the FireEye board of directors. Andrews currently serves as Senior Vice President and Chief Information Security Officer (CISO) at PepsiCo.

Andrews brings more than two decades of front line experience defending some of the world’s largest organizations. As PepsiCo’s CISO, Andrews is responsible for developing and implementing the risk-based information security strategy for PepsiCo. In this role, she serves as PepsiCo’s top information security executive, responsible for safeguarding networks and data across the food and beverage powerhouse, including all its business units and brands globally.

Prior to PepsiCo, Andrews was Verizon’s Chief Network Security Officer (CNSO). As CNSO, she led several organizations responsible for the security of all Verizon wireline networks serving the company’s residential, small business and enterprise customers.

“Sara is a leader who brings strategic business insights with proven global and front-line experience,” said Kevin Mandia, CEO at FireEye. “Her knowledge and insights will be valuable assets as FireEye continues to focus on delivering differentiated security solutions to organizations around the globe.”

Andrews added: “I’m honored to join the board of FireEye, a company I have followed for its innovative security solutions. I look forward to working with the other board members to advance the company’s mission and growth opportunities.”

Andrews holds a bachelor’s degree in industrial engineering from Auburn University and a master’s degree in business administration from Brenau University. She also serves on the Board of Directors of the Children’s Advocacy Center for Colling County.

About FireEye, Inc.

FireEye is the intelligence-led security company. Working as a seamless, scalable extension of customer security operations, FireEye offers a single platform that blends innovative security technologies, nation-state grade threat intelligence, and world-renowned Mandiant® consulting. With this approach, FireEye eliminates the complexity and burden of cyber security for organizations struggling to prepare for, prevent, and respond to cyber attacks. FireEye has over 9,300 customers across 103 countries, including more than 50 percent of the Forbes Global 2000.

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Media inquiries:
Media.Relations@fireeye.com

Investor inquiries:
Investor.Relations@fireeye.com