PROLOGIS
Form FWP
May 02, 2008

Issuer Free Writing Prospectus
Filed by ProLogis
Pursuant to Rule 433 Under the Securities Act of 1933
Registration Statement on Form S-3; File No. 333-132616
Dated May 1, 2008

ProLogis
Offering of $500,000,000 2.625% Convertible Senior Notes due 2038

This free writing prospectus relates only to the offering of $500,000,000 2.625% Convertible Senior Notes due 2038 and should be read together with the preliminary prospectus supplement dated April 30, 2008, relating to the offering (the Preliminary Prospectus Supplement).

Issuer:	ProLogis
Common Stock Ticker:	PLD / NYSE
Security:	2.625% Convertible Senior Notes due 2038
Legal Format:	SEC Registered
Ranking:	Senior
Aggregate Principal Amount:	$500,000,000 ($550,000,000 if the over-allotment option is exercised in full)
Price to Public:	99.000% of Par
Par Amount per Note:	$1,000
Maturity Date:	May 15, 2038
Net Proceeds, Before Expenses, to ProLogis:	$490 million ($539 million if the over-allotment option is exercised in full)
Optional Redemption:	Prior to May 20, 2013, we may not redeem the notes except to preserve our status as a REIT. On or after May 20, 2013, we may at our option redeem all or a part of the notes for cash at a price equal to 100% of the principal amount of the notes being redeemed, plus accrued and unpaid interest. We must make at least 10 semi-annual interest payments (including the interest payment on November 15, 2008 and May 15, 2013) in the full amount required by the indenture before redeeming any notes at our option.
Repurchase at Holders Option:	Holders may require us to repurchase notes on May 15 of 2013, 2018, 2023, 2028 and 2033 at a price equal to 100% of the principal amount of the notes being repurchased plus any accrued and unpaid interest up to, but excluding, the repurchase date. We will pay cash for all notes so repurchased.
Coupon:	2.625%

Interest Payment Dates:	May 15 and November 15; commencing November 15, 2008
Fundamental Change:	If we undergo a fundamental change, you will have the option to require us to purchase all or any portion of your notes. The fundamental change purchase price will be 100% of the principal amount of the notes to be purchased plus any accrued and unpaid interest to, but excluding, the fundamental change purchase date. We will pay cash for all notes so purchased.
Initial Conversion Rate:	13.1203 common shares per $1,000 principal amount of notes
Initial Conversion Price:	Approximately $76.22 per common share
Reference Stock Price (NYSE Closing Price on May 1, 2008):	$62.86
Conversion Premium:	Approximately 21.25% above the reference stock price.
Contingent Conversion Price:	Approximately $99.09 (130% of the initial conversion price)

Anti-Dilution Adjustments: Dividend protection in the form of conversion rate adjustments for any dividends in excess of $0.5175 per share per quarter.

Adjustment to Shares Delivered upon Conversion upon Fundamental Change: If a fundamental change occurs prior to May 20, 2013 we will increase the conversion rate for a holder who elects to convert its notes in connection with such a fundamental change upon conversion in certain circumstances, according to the following table:

Share Price

$ 62,86	$ 65.00	$ 67.50	$ 70.00	$ 72.50	$ 75.00	$ 77.50	$ 80.00	$ 85.00	$ 90.00	$ 95.00	$ 100.00	$ 110.00
2.7880	2.4989	2.2041	1.9412	1.7064	1.4966	1.3089	1.1410	0.8562	0.6281	0.4459	0.3012	0.1979
2.7880	2.4771	2.1804	1.9170	1.6829	1.4746	1.2894	1.1245	0.8471	0.6277	0.4550	0.3203	0.1398
2.7880	2.4102	2.1051	1.8358	1.5980	1.3880	1.2027	1.0392	0.7681	0.5586	0.3979	0.2761	0.1186
2.7880	2.3192	1.9988	1.7186	1.4736	1.2597	1.0731	0.9106	0.6468	0.4490	0.3024	0.1953	0.0661
2.7880	2.2643	1.7817	1.4817	1.2250	1.0061	0.8204	0.6634	0.4208	0.2530	0.1411	0.0700	0.0048
2.7880	2.2643	1.6945	1.1654	0.6728	0.2130	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000

The exact share price and effective date may not be set forth on the table above, in which case:

If the share price is between two share price amounts in the table or the effective date is between two effective dates in the table, the number of additional shares will be determined by a straight-line interpolation between the number of additional shares set forth for the higher and lower share price amounts and the two dates, as applicable, based on a 365-day year;

If the share price is greater than $120.00 per share (subject to adjustment), the conversion rate will not be adjusted.

If the share price is less than $62.86 per share (subject to adjustment), the conversion rate will not be adjusted.

In no event will the total number of ProLogis common shares issuable upon conversion exceed 15.9083 per $1,000 principal amount of notes, subject to adjustments in the same manner as the conversion rate as set forth under sections (1) through (3) of Conversion Rights Conversion Rate Adjustments in the Preliminary Prospectus Supplement.

Concurrent Offering: Concurrently with this offering, ProLogis is offering $600,000,000 aggregate principal amount of 6.625% notes due 2018 (the 2018 notes) in a registered public offering. The 2018 notes will be offered pursuant to a separate prospectus supplement. There is no

	assurance that the concurrent offering of 2018 notes will be completed or, if completed, that it will be completed for the amounts contemplated. The completion of this offering is not conditioned on the completion of the concurrent offering of 2018 notes.
Use of Proceeds:	The net proceeds from the sale of the notes are estimated to be approximately $489.2 million, after deducting the underwriters discount and estimated offering expenses (assuming the underwriters do not exercise their option to purchase additional notes to cover overallotments). If the underwriters exercise their overallotment option to purchase additional notes in full, ProLogis estimates that its net proceeds from this offering will be approximately $538.2 million. Additionally, ProLogis estimates that the net proceeds from the offering of the 2018 notes will be approximately $593.9 million, after deducting the underwriters discount and estimated offering expenses. ProLogis will use the net proceeds from the sale of the notes and the concurrent offering of the 2018 notes to repay a portion of the borrowings under its global line of credit and for general corporate purposes.
Trade Date:	May 1, 2008
Settlement Date:	May 7, 2008
CUSIP:	743410 AS1
ISIN:	US743410AS15

Joint Book-Running Managers:	Goldman, Sachs & Co., Banc of America Securities LLC and Morgan Stanley & Co. Incorporated.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Goldman, Sachs and Co., 85 Broad Street, New York, New York 10004 or by calling toll-free at 1-866-471-2526; or Banc of America Securities LLC, 100 West 33rd Street, 3rd Floor, New York, NY 10001 or by calling toll-free at 1-800-294-1322; or Morgan Stanley & Co. Incorporated, 180 Varick Street 2/F, New York, New York, 10014 or by calling toll-free at 1-866-718-1649.

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$
18.39

4.16

$
45,853

The following table summarizes information about stock options outstanding as of December 31, 2012:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Shares	Weighted-Average Exercise Prices	Weighted-Average Contractual Life (Years)	Number of Shares	Weighted-Average Exercise Prices
$ 0.24 to 6.77	478,705	$5.61	1.83	476,195	$5.60
$ 7.10 to 25.05	422,055	18.15	5.03	266,759	16.27
$ 25.52 to 26.82	448,001	26.06	4.23	147,085	26.08
$ 26.85 to 33.47	330,131	29.11	5.62	72,197	29.02
	1,678,892	$18.84	4.23	962,236	$13.45

The aggregate intrinsic value of all options exercised during the years ended December 31, 2012, 2011 and 2010 was $26.9 million, $9.4 million and $14.8 million, respectively.

Outstanding stock option awards are generally subject to service-based vesting; however, in some instances, awards contain provisions for acceleration of vesting upon change in control and in certain other circumstances. Based on the estimated grant date fair value of employee stock options granted, we recognized compensation expense of $5.9 million, $5.9 million and $3.9 million for the years ended December 31, 2012, 2011 and 2010, respectively.

The grant date aggregate fair value of options, net of estimated forfeitures, not yet recognized as expense as of December 31, 2012 was $8.3 million. This amount is expected to be recognized over a weighted average period of 2.09 years.

Restricted Stock Awards

The following table summarizes the unvested restricted stock award activity during the year ended December 31, 2012:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2011	102,163	$11.92
Granted	15,144	53.83
Vested	(97,618)	11.86
Forfeited	(1,125)	7.23
Unvested at December 31, 2012	18,564	$46.74

Restricted stock awards are generally subject to service-based vesting; however, in some instances, awards contain provisions for acceleration of vesting upon performance measures, change in control and in certain other circumstances. Holders of restricted stock awards have the right to vote such shares and receive dividends. The restricted stock awards are considered issued and outstanding at the date the award is granted. On a quarterly basis, we evaluate the probability of achieving performance measures and adjust compensation expense accordingly. The compensation expense is recognized ratably over the estimated vesting period. The vesting restrictions for outstanding restricted stock awards generally lapse over a period of 12 to 36 months.

The fair value of the unvested restricted stock awards is measured using the closing price of our stock on the date of grant. The total compensation expense related to restricted stock awards for the years ended December 31, 2012, 2011 and 2010 was $1.0 million, $1.4 million and $1.8 million, respectively.

As of December 31, 2012, there was $0.4 million of unrecognized compensation expense, net of estimated forfeitures, related to unvested restricted stock awards. This amount is expected to be recognized over a weighted-average period of 0.72 years.

Restricted Stock Units

The following table summarizes the unvested restricted stock unit activity during the year ended December 31, 2012:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2011	1,105,717	$21.50
Granted	937,488	48.97
Vested	(451,223)	22.35
Forfeited	(39,127)	31.82
Unvested at December 31, 2012	1,552,855	$37.57

Restricted stock units are generally subject to service-based vesting; however, in some instances, restricted stock units contain provisions for acceleration of vesting upon performance measures, change in control and in certain other circumstances. On a quarterly basis, we evaluate the probability of achieving performance measures and adjust compensation expense accordingly. The compensation expense is recognized ratably over the estimated vesting period. The vesting restrictions for outstanding restricted stock units generally lapse over a period of 48 to 60 months.

The fair value of the unvested restricted stock units is measured using the closing price of our stock on the date of grant. The total compensation expense related to restricted stock units for the years ended December 31, 2012, 2011 and 2010 was $18.3 million, $7.1 million and $3.2 million, respectively.

As of December 31, 2012, there was $34.1 million of unrecognized compensation expense, net of estimated forfeitures, related to unvested restricted stock units. This amount is expected to be recognized over a weighted-average period of 2.61 years.

On October 1, 2012, John C. Burris retired as our Chief Executive Officer. In connection with his retirement, we entered into a Retirement Agreement with Mr. Burris, dated October 1, 2012, or the Retirement Agreement. Under the terms of the Retirement Agreement, we accelerated the vesting of the 83,650 unvested restricted stock units held by Mr. Burris as of October 1, 2012. We incurred approximately $3.7 million of additional stock-based compensation expense in the fourth quarter of 2012, in connection with the acceleration of vesting of the restricted stock units.

Employee Stock Purchase Plan

The ESPP allows eligible employees to purchase our common stock at 85% of the lower of the stock price at the beginning or end of the offering period, which is a six-month period. An aggregate of 1,000,000 shares of our common stock have been reserved for issuance under the ESPP. During the years ended December 31, 2012, 2011 and 2010, an aggregate of 75,684, 84,561 and 75,103 shares, respectively, were purchased under the ESPP for a total of $2.5 million, $1.7 million and $1.2 million, respectively. For the years ended December 31, 2012, 2011 and 2010, we recognized $1.0 million, $0.6 million and $0.4 million, respectively, of compensation expense related to the ESPP.

9. Shares Reserved for Future Issuance

As of December 31, 2012, we had reserved shares of common stock for issuance as follows:

Options to purchase common stock	1,678,892
Employee stock purchase plan	601,496
Equity-based awards available for grant under the 2007 Plan	2,275,303
	4,555,691

10. Net Income Per Share

The calculation of basic and diluted net income per share for the years ended December 31, 2012, 2011 and 2010 is summarized as follows (in thousands, except share and per share data):

	Year Ended December 31,		
	2012	2011	2010
Numerator:			
Net income	$5,027	$6,190	$19,977
Denominator:			
Weighted-average shares outstanding—basic	29,787,100	28,607,013	27,670,356
Dilutive effect of employee stock plans	1,142,110	922,512	1,225,890
Weighted-average shares outstanding—diluted	30,929,210	29,529,525	28,896,246
Net income per share:			
Basic	$0.17	$0.22	$0.72
Diluted	$0.16	$0.21	$0.69

The following potential weighted-average common shares were excluded from the computation of diluted earnings per share, as their effect would have been anti-dilutive:

	Year Ended December 31,		
	2012	2011	2010
Options to purchase common stock	49,035	1,129,417	558,285
Restricted stock units	124,625	34,337	45,954
Total	173,660	1,163,754	604,239

11. Leases

We lease office space and office equipment under capital and non-cancelable operating lease agreements. Several lease agreements contain rent escalation clauses or rent holidays. For scheduled rent escalation clauses during the lease terms or for rental payments commencing at a date other than the date of initial occupancy, we record minimum rental expenses on a straight-line basis over the terms of the leases in the Consolidated Statements of Operations. Future minimum payments under capital and non-cancelable operating leases with initial terms of one year or more consisted of the following at December 31, 2012 (in thousands):

2013	$2,382
2014	2,017
2015	973
2016	290
2017	118
Thereafter	118
	$5,898

Rent expense totaled $2.4 million, $1.8 million and $1.4 million for the years ended December 31, 2012, 2011 and 2010, respectively.

12. Fair Value Measurement

We measure the fair value of assets and liabilities using a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires us to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 — Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.
- Level 2 — Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.
- Level 3 — Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The fair value measurement of an asset or liability is based on the lowest level of any input that is significant to the fair value assessment. Our investments that are measured at fair value on a recurring basis are classified within Level 1 or Level 2 of the fair value hierarchy.

We did not have any transfers of assets between Levels 1 and Level 2 of the fair value measurement hierarchy during the years ended December 31, 2012 and December 31, 2011.

The following table presents our financial assets that were accounted for at fair value as of December 31, 2012 by level within the fair value hierarchy (in thousands):

		Fair Value Measurement Using		
	Fair Value	Level 1	Level 2	Level 3
Assets:				
Money market funds	$8,372	$8,372	$—	$—
Corporate debt investments	63,098	—	63,098	—
Asset-backed securities	202	—	202	—
Commercial paper	39,232	—	39,232	—
Government-sponsored enterprise securities	3,501	—	3,501	—
Government securities	1,930	—	1,930	—
CD	3,451	—	3,451	—
Total	$119,786	$8,372	$111,414	$—

The following table presents our financial assets that were accounted for at fair value as of December 31, 2011 by level

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within the fair value hierarchy (in thousands):

		Fair Value Measurement Using		
	Fair Value	Level 1	Level 2	Level 3
Assets:				
Money market funds	$18,827	$18,827	—	—
Corporate debt investments	38,645	—	38,645	—
Asset-backed securities	500	—	500	—
Commercial paper	11,188	—	11,188	—
Government-sponsored enterprise securities	48,514	—	48,514	—
CD	1,700	—	1,700	—
Total	$119,374	$18,827	$100,547	—

Assets and liabilities that are measured at fair value on a non-recurring basis include intangible assets, goodwill and our minority interest investment. These items are recognized at fair value when they are considered to be impaired. For the year ended December 31, 2012, there were no fair value adjustments for assets and liabilities measured on a non-recurring basis.

13. Business and Geographic Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our Chief Executive Officer, or CEO. The CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. As such, we have concluded that our operations constitute one operating and reportable segment.

Revenues by geographic area for the years ended December 31, 2012, 2011 and 2010 were as follows (in thousands):

	Year Ended December 31,		
	2012	2011	2010
United States	$148,685	$123,581	$97,815
United Kingdom	30,263	12,981	9,876
All foreign countries	44,142	29,084	22,881
Consolidated total	$223,090	$165,646	$130,572

Long-lived assets by geographic area as of December 31, 2012 and 2011 were as follows (in thousands):

	As of December 31,	
	2012	2011
United States	$13,195	$11,504
All foreign countries	2,243	729
Consolidated total	$15,438	$12,233

14. Defined Contribution Retirement Plan

We sponsor a defined contribution retirement plan under section 401(k) of the Internal Revenue Code. The provisions of this plan allow an employee to voluntarily contribute a portion of their annual compensation which may not exceed the Federal limit. At our discretion, we may match a portion of the employees eligible contributions. Our matching contributions were $0.4 million, $0.1 million and $0.1 million for the years ended December 31, 2012, 2011 and 2010, respectively.

15. Commitments and Contingencies

Contract Manufacturer Commitments – We purchase components for our products from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, we enter into agreements with contract manufacturers and suppliers that allow them to procure inventory based upon information we provide. In certain instances, these agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed. A portion of our reported purchase commitments arising from these agreements are firm, non-cancellable, and unconditional commitments. As of

December 31, 2012, we had total purchase commitments for inventory of

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approximately $26.3 million due within the next 12 months. It is reasonably possible that our estimate of future demand for our products could change in the near term and result in additional inventory or commitment reserves which would negatively impact our future results of operations.

Asset Retirement Obligation – We maintain office space in certain locations for which the lease agreement requires that we return the office space to its original condition upon vacating the premises. The present value of the costs associated with this retirement obligation is approximately $0.2 million, payable upon termination of the leases. This liability is being accreted over the lease term.

Investment Funding – In May 2012, we committed to invest $3.0 million in a company that supplies components and performs design work for our hardware platform. We funded $2.1 million of this investment in May 2012 and expect to fund the remaining amount in the first quarter of 2013.

Indemnification – Our agreements with customers, as well as our reseller agreements, include certain provisions for indemnifying customers and resellers and their affiliated parties against damages and liabilities arising from third-party claims if our products infringe another party's intellectual property rights. Our exposure under these indemnification provisions is generally limited to the total amount paid by the customer or reseller, as applicable, under the agreement. However, certain agreements include indemnification provisions that could potentially expose us to liabilities in excess of the amount received under the agreement. To date, there have been no liabilities incurred under such indemnification provisions.

16. Allowance for Doubtful Accounts and Sales Return Allowances

The following table summarizes our allowance for doubtful accounts and sales return allowance for the periods indicated (in thousands):

	Balance at Beginning of Year	Charged to Revenue and Expenses	Write-Offs Net of Recoveries	Balance at End of Year
Year ended December 31, 2010	$1,157	$741	$(807)	$1,091
Year ended December 31, 2011	1,091	670	(699)	1,062
Year ended December 31, 2012	1,062	3,496	(2,848)	1,710

17. Summarized Quarterly Consolidated Financial Information (Unaudited)

The following table sets forth certain unaudited quarterly financial data for 2012 and 2011. This unaudited information has been prepared on the same basis as the audited information included elsewhere in this annual report and includes all adjustments necessary to present fairly the information set forth therein. The operating results for any quarter are not necessarily indicative of results for any future period.

	Three Months Ended							
	Dec. 31, 2012	Sept. 30, 2012	Jun. 30, 2012	Mar. 31, 2012	Dec. 31, 2011	Sept. 30, 2011	Jun. 30, 2011	Mar. 31, 2011 (1)
	(unaudited)							
	(in thousands, except share data)							
Total revenue	$67,358	$58,832	$50,598	$46,302	$53,204	$45,206	$36,454	$30,782
Gross profit	51,176	45,439	39,079	35,380	40,913	35,079	28,260	24,185
Income (loss) from operations	3,311	4,323	1,610	120	6,738	3,459	(627)	(2,493)
Net income (loss)	2,632	1,215	1,113	67	4,134	1,995	(399)	460
Net income (loss) per share—basic	$0.09	$0.04	$0.04	$—	$0.14	$0.07	$(0.01)	$0.02
Net income (loss) per share—diluted	$0.08	$0.04	$0.04	$—	$0.14	$0.07	$(0.01)	$0.02

(1)

Net income for the three months ended March 31, 2011 includes a $2.0 million discrete tax benefit from research and experimentation tax credits.

18. Subsequent Event

On January 2, 2013, the President signed into law The American Taxpayer Relief Act of 2012. Under prior law, a taxpayer was entitled to a research tax credit for qualifying amounts paid or incurred on or before December 31, 2011. The 2012 Taxpayer Relief Act extends the research credit for two years to December 31, 2013. The extension of the research credit is retroactive and includes amounts paid or incurred after December 31, 2011. As a result of the retroactive extension, we expect to recognize a net benefit in the range of $1.2 million to $1.4 million for qualifying amounts incurred during calendar 2012. The benefit will be recognized in the period of enactment, which is the first quarter of 2013.

Exhibit Index

Exhibit Number	Exhibit Description	Incorporation by Reference Form	File Number	Exhibit	File Date	Filed with this 10-K
2.1	Agreement and Plan of Merger by and among Sourcefire, Inc., Cloud Acquisition Corporation, Immunet Corporation and certain Shareholders of Immunet Corporation. Schedules and similar attachments have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company undertakes to furnish supplementally copies of any of the omitted schedules and exhibits upon request by the U.S. Securities and Exchange Commission.	10-K	1-33350	2.1	3/11/2011	
3.1	Sixth Amended and Restated Certificate of Incorporation	10-Q	1-33350	3.1	5/4/2007	
3.2	Sixth Amended and Restated Bylaws	10-Q	1-33350	3.2	8/2/2012	
3.3	Certificate of Designation of the Series A Junior Participating Preferred Stock	8-A	1-33350	3.1	10/30/2008	
4.1	Form of stock certificate of common stock	S-1/A	333-138199	4.1	3/6/2007	
4.2	Rights Agreement by and between Sourcefire, Inc. and Continental Stock Transfer & Trust Co., as rights agent	8-A	1-33350	4.1	10/30/2008	
10.1	2002 Stock Incentive Plan	S-1	333-138199	4.2	10/25/2006	
10.2	2007 Stock Incentive Plan	S-1/A	333-138199	4.3	3/1/2007	
10.3	Form of Nonstatutory Stock Option Grant Agreement under the 2002 Stock Incentive Plan	S-1	333-138199	4.4	10/25/2006	
10.4	Form of Notice and Stock Option Award Agreement under the 2007 Stock Incentive Plan	S-1/A	333-138199	4.5	3/1/2007	
10.5	Form of Notice and Restricted Stock Purchase Award Agreement under the 2007 Stock Incentive Plan	S-1/A	333-138199	4.6	3/1/2007	
10.6	Form of Notice and Restricted Stock Purchase Award Agreement for Non-Employee Directors under the 2007 Stock	S-1/A	333-138199	4.7	3/1/2007	

	Incentive Plan				
10.7	Form of Notice and Restricted Stock Unit Agreement under the 2007 Stock Incentive Plan	10-K	1-33350	10.8	3/16/2009
10.8	Amended Form of Notice and Restricted Stock Unit Agreement under the 2007 Stock Incentive Plan	10-K	1-33350	10.8	3/11/2011

10.9	Amended and Restated 2007 Employee Stock Purchase Plan	10-Q	1-33350	10.1	11/5/2009
10.10	Executive Annual Incentive Plan	10-Q	1-33350	10.2	5/5/2008
10.11	Executive Retention Plan, as amended	10-Q	1-33350	10.1	5/6/2011
10.12	Executive Change in Control Severance Plan, as amended	10-Q	1-33350	10.2	5/6/2011
10.13	Employment Agreement with John C. Burris	10-Q	1-33350	10.1	8/5/2008
10.14	Amendment No. 1 to Employment Agreement with John C. Burris	10-Q	1-33350	10.3	5/6/2011
10.15	Retirement Agreement between Sourcefire, Inc. and John C. Burris	8-K	1-33350	99.1	10/2/2012
10.16	Participation Agreement with Thomas M. McDonough under the Executive Retention Plan	10-Q	1-33350	10.1	11/10/2008
10.17	Participation Agreement with Thomas M. McDonough under Executive Change in Control Severance Plan	10-Q	1-33350	10.2	11/10/2008
10.18	Amendment No. 1 to Participation Agreement with Thomas M. McDonough under Executive Change in Control Severance Plan	10-Q	1-33350	10.4	5/6/2011
10.19	Employment Agreement with Douglas W. McNitt	10-Q	1-33350	10.1	11/7/2007
10.20	Form of Indemnification Agreement with Officers and Directors	S-1/A	333-138199	10.18	3/1/2007
10.21	Non-Employee Director Compensation Policy, as amended	10-Q	1-33350	10.3	8/2/2012
10.22	Amended and Restated Manufacturing Services and Supply Agreement by and between Sourcefire, Inc. and Patriot Technologies, Inc.	10-K	1-33350	10.21	2/29/2012
10.23	Amendment No. 1 to Amended and Restated Manufacturing Services and Supply Agreement by and between Sourcefire, Inc. and Patriot Technologies, Inc.	10-Q	1-33350	10.1	8/2/2012
10.24	Manufacturing and Supply Agreement by and between	10-K	1-33350	10.22	3/12/2010

	Sourcefire, Inc. and Premio, Inc.				
10.25	Amendment No. 1 to Manufacturing and Supply Agreement by and between Sourcefire, Inc. and Premio, Inc.	10-Q	1-33350	10.2	8/2/2012

10.26	Amended and Restated Original Equipment Manufacturer Agreement between Netronome Systems Inc. and Sourcefire, Inc.	10-Q	1-33350	10.2	8/5/2010	
10.27	Amendment No. 1 to Amended and Restated Original Equipment Manufacturer Agreement between Netronome Systems Inc. and Sourcefire, Inc.	10-Q	1-33350	10.1	8/5/2011	
10.28	Amendment No. 2 to Amended and Restated Original Equipment Manufacturer Agreement between Netronome Systems Inc. and Sourcefire, Inc.	10-K	1-33350	10.25	2/29/2012	
10.29	Manufacturing Services and Supply Agreement between Sourcefire, Inc. and Advanced Industrial Computer, Inc.	10-Q	1-33350	10.2	11/1/2012	
10.30*	License Agreement for Commercial Use of MySQL Software by and between MySQL Inc. and Sourcefire, Inc., as amended	S-1/A	333-138199	10.15	3/6/2007	
10.31*	Amendment No. 2 to License Agreement for Commercial Use of MySQL Software by and between MySQL Americas, Inc. and Sourcefire, Inc.	10-Q	1-33350	10.2	11/5/2009	
10.32*	Amendment No. 3 to License Agreement for Commercial Use of MySQL Software by and between MySQL Americas, Inc. and Sourcefire, Inc.	10-Q	1-33350	10.3	11/5/2009	
10.33	Master Channel Agreement by and among EC America, Inc., immixGroup, Inc., and Sourcefire, Inc.	10-Q	1-33350	10.5	5/6/2011	
10.34	Addendum No. 1 to Master Channel Agreement by and among EC America, Inc., immixGroup, Inc., and Sourcefire, Inc.	10-K	1-33350	10.30	2/29/2012	
21.1	List of Subsidiaries					X
23.1	Consent of Ernst & Young LLP					X
24.1	Power of Attorney (included on the signature page hereof)					X
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of					X

	2002	
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X

101.INS	XBRL Instance Document	X
101.SCH	XBRL Taxonomy Extension Schema Document	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X

* Confidential treatment has been granted with respect to portions of this exhibit, indicated by asterisks, which have been filed separately with the Securities and Exchange Commission.