

PERRY MARK W  
Form 4  
May 06, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEW ENTERPRISE ASSOCIATES  
10 L P

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 05/06/2009                           |  | S                              | V<br>476,797<br>D   | \$<br>11.7816   | 2,215,016 <sup>(2)</sup> D <sup>(1)</sup>                |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 10 L P<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202 |               | X         |         |       |
| NEA PARTNERS 10 L P<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202              |               | X         |         |       |
| BARRIS PETER J<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202                   |               | X         |         |       |
| BARRETT M JAMES<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202                  |               | X         |         |       |
| KRAMLICH C RICHARD<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202               |               | X         |         |       |
| NEWHALL CHARLES W III<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202            |               | X         |         |       |
| PERRY MARK W<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202                     |               | X         |         |       |
| SANDELL SCOTT D<br>1119 ST. PAUL STREET<br>BALTIMORE, MD 21202                  |               | X         |         |       |
| TRAINOR III EUGENE A<br>1119 ST. PAUL STREET                                    |               | X         |         |       |

BALTIMORE, MD 21202

## Signatures

/s/ Shawn Conway,  
attorney-in-fact

05/06/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares are directly held by New Enterprise Associates 10, Limited Partnership ("NEA 10") and indirectly held by NEA Partners 10, Limited Partnership ("NEA Partners 10"), the sole general partner of NEA 10, and the individual general partners of NEA Partners 10 (NEA Partners 10 and its general partners together, the "Indirect Reporting Persons"). The individual general partners of NEA Partners 10 (1) are Peter J. Barris, M. James Barrett, C. Richard Kramlich, Charles W. Newhall, III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor, III. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of such portion of the NEA 10 shares in which the Indirect Reporting Person have no actual pecuniary interest therein.

(2) As a result of the sale of common stock of the issuer, NEA 10 no longer owns 10% or more of the outstanding common stock of the issuer and, accordingly, is no longer currently subject to reporting requirements or other obligations under Section 16 of the 1934 Act with respect to ownership of the common stock of the issuer which, in turn, means that the Indirect Reporting Persons also are no longer subject to such provisions of the 1934 Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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