

**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): May 20, 2016**

**FINJAN HOLDINGS, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**000-33304**  
**(Commission**  
**File Number)**

**20-4075963**  
**(IRS Employer**  
**Identification No.)**

**2000 University Avenue, Suite 600, East Palo Alto, CA**  
**(Address of principal executive offices)**

**94303**  
**(Zip Code)**

**Registrant's telephone number, including area code: 650-282-3228**

**(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:

- 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))

### **Item 1.01. Entry into a Material Definitive Agreement.**

On May 23, 2016, Finjan, Inc., a wholly owned subsidiary of Finjan Holdings, Inc. (collectively, “Finjan” or the “Company”), announced that Finjan and Proofpoint, Inc. (“Proofpoint”) had agreed to a license to the Finjan global patent portfolio, in principle. The binding term sheet (the “Term Sheet”) was entered into on May 20, 2016, but the case dismissal between Finjan and Proofpoint is pending a final definitive licensing and settlement agreement (the “Definitive Agreement”). The terms of the Term Sheet provide for Finjan to dismiss the suit against Proofpoint, Inc. and Armorize Technologies with prejudice upon execution of the Definitive Agreement with full releases by the parties. Further the terms of the Term Sheet provide that Proofpoint will pay Finjan \$10.9 million cash, in license fees, as follows: (A) \$4.3 million within three (3) business days of execution of the Definitive Agreement, (B) \$3.3 million on or before January 4, 2017, and (C) \$3.3 million on or before January 3, 2018.

The foregoing description of the terms of the Term Sheet is qualified in its entirety by reference to the full text of the Definitive Agreement which the Company intends to file with the Securities and Exchange Commission following its execution. Finjan may also seek to obtain confidential treatment of certain terms and provisions of the Definitive Agreement in connection with the filing of such agreement, in accordance with the procedures of the Securities and Exchange Commission.

A copy of the press release issued by the Company on May 23, 2016 is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information in the press release shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

#### Cautionary Statement Regarding Forward Looking Information

This Report contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which reflect our current view of future events and financial performance. Words such as “expect” and similar expressions identify forward looking statements, which include, but are not limited to, statements regarding the potential success of pending litigation. Forward looking statements are based only on the Company’s current assumptions and views of future events and financial performance. They are subject to known and unknown risks and uncertainties, many of which are outside of the Company’s control, which may cause the Company’s actual results to be materially different from planned or expected results. Those risks and uncertainties include, but are not limited to, the terms of a definitive settlement agreement with Proofpoint, Inc. There can be no assurances that the Company will achieve expected results, and actual results may be materially less than expectations. While we believe that our assumptions are reasonable, we caution that it is impossible to predict the degree to which any such factors could cause actual results to differ materially from predicted results. Please refer to the Company’s most recent Form 10 K and subsequent filings for a further discussion of risks and uncertainties. Investors should take such risks into account and should not rely on forward looking statements when making investment decisions. We intend the forward looking statements in this Report to speak only as of the date of this Report and do not undertake to update these forward looking statements as more information becomes available

### **Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

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| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release, dated May 23, 2016, entitled "Finjan and Proofpoint Agree to Settle Patent Dispute Case Dismissal Pending Definitive License and Settlement Agreement." |

### SIGNATURE

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.

FINJAN HOLDINGS, INC.

Date: May 23, 2016

By: /s/ Philip Hartstein  
Philip Hartstein  
President & Chief Executive Officer

## **Finjan and Proofpoint Agree to Settle Patent Dispute**

### *Case Dismissal Pending Definitive License and Settlement Agreement*

EAST PALO ALTO, CA – 05/23/16 -- Finjan Holdings, Inc. (NASDAQ: FJN), a cybersecurity company, announced that on May 20, 2016, its subsidiary Finjan, Inc. (“Finjan”) and Proofpoint, Inc. agreed to a license to the Finjan global patent portfolio. While a settlement has been agreed to, the case dismissal is pending a final definitive licensing and settlement agreement. The terms of the agreement are expected to be confidential, subject to regulatory requirements.

“We consider the settlement of our patent infringement suit with Proofpoint to be a timely decision given the quickly approaching trial in June,” said Phil Hartstein, Finjan’s President and CEO. “This underscores Finjan’s commitment to our Licensing Best Practices where we focus on the merits of our claims while continuing to explore licensing opportunities with all defendants and prospective licensees. It’s a success when both parties can end a dispute with a handshake.”

Finjan has pending infringement lawsuits against FireEye, Inc., Sophos, Inc., Symantec Corp., Palo Alto Networks., and Blue Coat Systems, Inc. relating to, collectively, more than 20 patents in the Finjan portfolio. The court dockets for the foregoing cases are publicly available on the Public Access to Court Electronic Records (PACER) website, [www.pacer.gov](http://www.pacer.gov), which is operated by the Administrative Office of the U.S. Courts.

#### ***ABOUT FINJAN***

Established nearly 20 years ago, Finjan is a globally recognized leader in cybersecurity. Finjan's inventions are embedded within a strong portfolio of patents focusing on software and hardware technologies capable of proactively detecting previously unknown and emerging threats on a real-time, behavior-based basis. Finjan continues to grow through investments in innovation, strategic acquisitions, and partnerships promoting economic advancement and job creation. For more information, please visit [www.finjan.com](http://www.finjan.com).

#### ***Follow Finjan Holdings, Inc.:***

Twitter: [@FinjanHoldings](https://twitter.com/FinjanHoldings)

LinkedIn: [linkedin.com/company/finjan](https://www.linkedin.com/company/finjan)

#### ***Cautionary Note Regarding Forward-Looking Statements***

*Except for historical information, the matters set forth herein that are forward-looking*

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uncertainties include, but are not limited to, Finjan's expectations and beliefs regarding Finjan's licensing program, the outcome of pending or future enforcement actions, the granting of Inter Partes Review (IPR) of our patents or an unfavorable determination pursuant to an IPR or other challenges at the USPTO of our patents, the enforceability of our patents, the cost of litigation, the unpredictability of our cash flows, our ability to expand our technology and patent portfolio, the continued use of our technologies in the market, our stock price, changes in the trading market for our securities, regulatory developments, general economic and market conditions, the market acceptance and successful business, technical and economic implementation of Finjan Holdings' intended operational plan; and the other risk factors set forth from time to time in our filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2015, and the Company's periodic filings with the SEC, copies of which are available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or upon request from Finjan Holdings, Inc. All forward-looking statements herein reflect our opinions only as of the date of this release. These statements are not guarantees of future performance and actual results could differ materially from our current expectations. Finjan Holdings undertakes no obligation, and expressly disclaims any obligation, to update forward-looking statements herein in light of new information or future events.

**Investor Contact:**

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