



DIVISION OF
CORPORATION FINANCE

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

Mail Stop 4561

June 7, 2017

Paul Auvil
Chief Financial Officer
Proofpoint, Inc.
892 Ross Drive
Sunnyvale, California, 94089

Re: Proofpoint, Inc.
Form 8-K
Furnished January 26, 2017
File No. 001-35506

Dear Mr. Auvil:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Stephen Krikorian

Stephen Krikorian
Accounting Branch Chief
Office of Information Technologies
and Services