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**NASDAQ**  
THE NASDAQ OMX GROUP

Gary N. Sundick  
Vice President  
Listing Qualifications

By Electronic Mail

April 17, 2012

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on April 13, 2012 The Nasdaq Stock Market (the "Exchange") received from Proofpoint, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common stock, par value \$0.0001 per share

We further certify that the security described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary N. Sundick*

Received SEC  
APR 17 2012  
Washington, DC 20549

CERT NAS  
File No. 001-35506