VARONIS SYSTEMS INC

Form 4

March 11, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add EVERGREE		rting Person *	2. Issuer Name and Ticker or Trading Symbol VARONIS SYSTEMS INC [VRNS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O EVERGI PARTNERS,			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2015	DirectorX 10% Owner Officer (give title below) Other (specify below)			
TEL AVIV, I	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, 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. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common stock	02/27/2015		S	7,204	D	\$ 31.03	3,782,799	D (1) (2) (3)	
Common stock	03/06/2015		S	7,500	D	\$ 30.2	3,775,299	D (1) (2) (3)	
Common stock	03/09/2015		S	12,500	D	\$ 30.62	3,762,799	D (1) (2) (3)	

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

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number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
EVERGREEN IV L.P. C/O EVERGREEN VENTURE PARTNERS 25 HABARZEL ST. TEL AVIV, L3 69710		X				
Evergreen IV GP, L.P. C/O EVERGREEN VENTURE PARTNERS 25 HABARZEL STREET TEL AVIV, L3 69710		X				
Evergreen E.P.F IV Ltd. C/O EVERGREEN VENTURES PARTNERS 25 HABARZEL STREET TEL AVIV, L3 69710		X				

Signatures

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/s/ Evergreen IV, L.P. By: Evergreen IV GP, L.P., its sole General Partner, By: Evergreen Management Ltd, its sole General Partner /s/ Motti Hoss /s/ Amichal Hammer, authorized signatories				
**Signature of Reporting Person	Date			
/s/ Evergreen IV GP, L.P. By: Evergreen Management Ltd, its sole General Partner, /s/ Motti Hoss /s/ Amichai Hammer, authorized signatories				
**Signature of Reporting Person	Date			
/s/ Evergreen Management, Ltd. /s/ Motti Hoss /s/ Amichai Hammer, authorized signatories	03/11/2015			

Reporting Owners 2

Date

**Signature of Reporting Person

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).
- (1) Represents shares directly held by Evergreen IV, L.P., the general partner of which is Evergreen IV GP, L.P., and the general partner of which is Evergreen Management Ltd.
- (2) One of the directors of the Issuer is one of the seven members on the investment committee of the direct shareholder.
- (3) Evergreen IV GP, L.P. and Evergreen Management Ltd. are additional reporting persons and each has the same address as the reporting person listed above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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