

BARRACUDA NETWORKS INC
 Form 4
 July 24, 2014

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 *
 DEB DIPANJAN

2. Issuer Name and Ticker or Trading Symbol
 BARRACUDA NETWORKS INC
 [CUDA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE,
 BUILDING C., SUITE 410

(Street)

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/22/2014

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	07/22/2014		S			58,702	D	\$ 31.6 (1)	7,330,319	I	See footnote (1)
Common Stock	07/22/2014		S			289	D	\$ 31.6 (2)	36,096	I	See footnote (2)
Common Stock	07/22/2014		S			43	D	\$ 31.6 (3)	5,386	I	See footnote (3)
Common	07/22/2014		S			41,601	D	\$	5,194,889	I	See

Stock					31.6				footnote ⁽⁴⁾
					<u>(1)</u>				
Common Stock	07/22/2014		S	465	D	\$ 31.6	58,027	I	See footnote ⁽⁵⁾
					<u>(2)</u>				

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEB DIPANJAN ONE LETTERMAN DRIVE, BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129	X	X		

Signatures

/s/ Dipanjan Deb 07/24/2014
 **Signature of Date
 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).

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- (1) The shares are held directly by Francisco Partners, L.P. ("FP I"). The Reporting Person is one of the managers of Francisco Partners GP, LLC ("FP GP LLC"), the general partner of FP I, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FP I except to the extent of any pecuniary interest therein. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.60 to \$31.75, inclusive.
- (2) The shares are held directly by Francisco Partners Fund A, L.P. ("FPFA"). The Reporting Person is one of the managers of FP GP LLC, the general partner of FPFA, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPFA except to the extent of any pecuniary interest therein. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.60 to \$31.75, inclusive.
- (3) The shares are held directly by FP Annual Fund Investors, LLC ("FPAFI"). The Reporting Person is one of the partners of FPM LP, the manager of FPAFI, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPAFI except to the extent of any pecuniary interest therein.
- (4) The shares are held directly by Francisco Partners III, L.P. ("FP III"). The Reporting Person is one of the managers of Francisco Partners GP III Management, LLC ("FP GP III Mgmt"), the general partner of Francisco Partners GP III, L.P. ("FP GP III LP"), the general partner of FP III, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FP III except to the extent of any pecuniary interest therein. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.60 to \$31.75, inclusive.
- (5) The shares are held directly by Francisco Partners Parallel Fund III, L.P. ("FPPF III"). The Reporting Person is one of the managers of FP GP III Mgmt, the general partner of FP GP III LP, the general partner of FPPF III, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPPF III except to the extent of any pecuniary interest therein. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.60 to \$31.75, inclusive.

Remarks:

This report is one of four reports, each on a separate Form 4, but relating to the same transaction being filed by Francisco Partners

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.