

BARRACUDA NETWORKS INC
 Form 4
 July 25, 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 *
GOETZ JAMES J

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)
C/O SEQUOIA CAPITAL, 3000 SAND HILL ROAD, 4-250
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2014

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

MENLO PARK, CA 94025

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/23/2014		J ⁽¹⁾		776,748	D	Ⓛ	5,437,232	I	By Sequoia Capital Growth Fund III, L.P. ⁽²⁾
Common Stock	07/23/2014		J ⁽¹⁾		26,377	D	Ⓛ	184,639	I	By Sequoia Capital Growth III Principals Fund, LLC ⁽²⁾

Common Stock	07/23/2014	J ⁽¹⁾	5,842	D	(1)	40,894	I	By Sequoia Capital Growth Partners III, LP ⁽²⁾
Common Stock	07/23/2014	J ⁽¹⁾	22,527	D	(1)	157,687	I	By Sequoia Capital Franchise Partners, L.P. ⁽²⁾
Common Stock	07/23/2014	J ⁽³⁾	19,888	A	(3)	119,888	D	
Common Stock	07/23/2014	J ⁽³⁾	236	A	(3)	120,124	D	
Common Stock	07/23/2014	J ⁽³⁾	132	A	(3)	120,256	D	
Common Stock	07/23/2014	J ⁽³⁾	157	A	(3)	157	I	By Family Trust ⁽⁴⁾

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.

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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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOETZ JAMES J
C/O SEQUOIA CAPITAL
3000 SAND HILL ROAD, 4-250
MENLO PARK, CA 94025

X X

Signatures

By:/s/ Melinda Dunn, by power of attorney for James J. Goetz

07/25/2014

__Signature of Reporting Person

Date

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 a pro rata in-kind distribution of Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

James J. Goetz is a managing member of SCGF III Management, LLC ("SCGF III Management"). SCGF III Management is the general partner of Sequoia Capital Growth Partners III, L.P. ("SCGP III") and Sequoia Capital Growth Fund III, L.P. ("SCGF III") and is the managing member of Sequoia Capital Growth III Principals Fund, LLC ("SCG III"). In addition, Mr. Goetz is a limited partner of
 - (2) Sequoia Capital Franchise Partners, L.P. ("SCFP"). By virtue of these relationships, Mr. Goetz may be deemed to share beneficial ownership of the shares held by SCGP III, SCGF III, SCG III and SCFP. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (1)
 - (3) above as follows: (i) 19,888 shares from SCGF III, to the Reporting Person; (ii) 236 shares from SCG III to the Reporting Person; (iii) 132 shares from SCFP to the Reporting Person; and (iv) 157 shares from SCG III to a family trust.

Shares held by a family trust. The Reporting Person may be deemed to beneficially own the shares held by a family trust. The Reporting
 - (4) Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

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.