BARRACUDA NETWORKS INC

Form 4

February 19, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Perone Michael D

2. Issuer Name and Ticker or Trading Symbol

BARRACUDA NETWORKS INC

[CUDA]

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

02/17/2015

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Chief Marketing Officer & EVP

_X__ 10% Owner

__ Other (specify

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

C/O BARRACUDA NETWORKS,

(First)

(Middle)

INC., 3175 S. WINCHESTER BLVD.

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Director

_X__ Officer (give title _

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMPBELL, CA 95008

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	(A) or	d of (D)	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)
Common Stock	02/17/2015		S(1)	2,240	D	\$ 36.04 (2)	5,149,920	D	
Common Stock	02/18/2015		S <u>(1)</u>	1,120	D	\$ 36.74 (3)	5,148,800	D	
Common Stock	02/19/2015		S <u>(1)</u>	1,120	D	\$ 36.59	5,147,680	D	

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Common Stock	02/17/2015	S(1)	400	D	\$ 36.04 (2)	209,909	I	By Trust
Common Stock	02/18/2015	S <u>(1)</u>	200	D	\$ 36.74 (3)	210,509	I	By Trust
Common Stock	02/19/2015	S(1)	200	D	\$ 36.59 (4)	209,509	I	By Trust (5)
Common Stock	02/17/2015	S <u>(1)</u>	240	D	\$ 36.04 (2)	610,692	I	By Trust
Common Stock	02/18/2015	S <u>(1)</u>	120	D	\$ 36.74 (3)	610,572	I	By Trust
Common Stock	02/19/2015	S(1)	120	D	\$ 36.59 (4)	610,452	I	By Trust
Common Stock	02/17/2015	S(1)	500	D	\$ 36.04 (2)	1,251,262	I	By LLC <u>(7)</u>
Common Stock	02/18/2015	S(1)	250	D	\$ 36.74 (3)	1,251,012	I	By LLC <u>(7)</u>
Common Stock	02/19/2015	S(1)	250	D	\$ 36.59 (4)	1,250,762	I	By LLC <u>(7)</u>
Common Stock						462,744	I	By Spouse
Common Stock						262,179	I	By Trust
Common Stock						262,179	I	By Trust
Common Stock						128,523	I	By Trust

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)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Perone Michael D C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008	X	X	Chief Marketing Officer & EVP				

Signatures

/s/ Diane Honda Attorney-in-Fact for Michael D.
Perone 02/19/2015

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on February 7, 2014 by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.03 to \$36.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), and (4) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.58 to \$36.82, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.36 to \$36.71, inclusive.
- (5) The shares are held directly by the Perone Family 2010 Irrevocable Trust dated June 29, 2010 for which the Reporting Person serves as a trustee.
- (6) The shares are held directly by the Perone 2012 Irrevocable Trust for which the Reporting Person serves as a trustee.
- (7) The shares are held directly Consulting2 LLC for which the Reporting Person serves as the managing member.
- (8) The shares are held directly by the 2010 Four Year Plan 3 Trust for which the Reporting Person serves as a trustee.

Reporting Owners 3

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- (9) The shares are held directly by the 2010 Four Year Plan 9 Trust for which the Reporting Person serves as a trustee.
- (10) The shares are held directly by the Perone Family 2010 Irrevocable Trust Exempt dated June 29, 2010 for which the Reporting Person serves as a trustee.

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.