

BARRACUDA NETWORKS INC
 Form 4
 February 19, 2015

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 *
 Perone Michael D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Marketing Officer & EVP

(Last) (First) (Middle)
 C/O BARRACUDA NETWORKS,
 INC., 3175 S. WINCHESTER
 BLVD.

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/17/2015

(Street)
 CAMPBELL, CA 95008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/17/2015 | | S ⁽¹⁾ | | 2,240 | D | \$ 36.04 (2) |
| Common Stock | 02/18/2015 | | S ⁽¹⁾ | | 1,120 | D | \$ 36.74 (3) |
| Common Stock | 02/19/2015 | | S ⁽¹⁾ | | 1,120 | D | \$ 36.59 (4) |

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| | | | | | | | | |
|--------------|------------|------------------------|-----|---|------------------|-----------|---|-------------------------|
| Common Stock | 02/17/2015 | <u>S⁽¹⁾</u> | 400 | D | \$ <u>(2)</u> | 209,909 | I | By Trust <u>(5)</u> |
| Common Stock | 02/18/2015 | <u>S⁽¹⁾</u> | 200 | D | \$ <u>(3)</u> | 210,509 | I | By Trust <u>(5)</u> |
| Common Stock | 02/19/2015 | <u>S⁽¹⁾</u> | 200 | D | \$ <u>(4)</u> | 209,509 | I | By Trust <u>(5)</u> |
| Common Stock | 02/17/2015 | <u>S⁽¹⁾</u> | 240 | D | \$ <u>(2)</u> | 610,692 | I | By Trust <u>(6)</u> |
| Common Stock | 02/18/2015 | <u>S⁽¹⁾</u> | 120 | D | \$ <u>(3)</u> | 610,572 | I | By Trust <u>(6)</u> |
| Common Stock | 02/19/2015 | <u>S⁽¹⁾</u> | 120 | D | \$ <u>(4)</u> | 610,452 | I | By Trust <u>(6)</u> |
| Common Stock | 02/17/2015 | <u>S⁽¹⁾</u> | 500 | D | \$ <u>(2)</u> | 1,251,262 | I | By LLC <u>(7)</u> |
| Common Stock | 02/18/2015 | <u>S⁽¹⁾</u> | 250 | D | \$ <u>(3)</u> | 1,251,012 | I | By LLC <u>(7)</u> |
| Common Stock | 02/19/2015 | <u>S⁽¹⁾</u> | 250 | D | \$ <u>(4)</u> | 1,250,762 | I | By LLC <u>(7)</u> |
| Common Stock | | | | | | 462,744 | I | By Spouse |
| Common Stock | | | | | | 262,179 | I | By Trust <u>(8)</u> |
| Common Stock | | | | | | 262,179 | I | By Trust <u>(9)</u> |
| Common Stock | | | | | | 128,523 | I | By Trust <u>(10)</u> |

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

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

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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.

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