

BARRACUDA NETWORKS INC
 Form 4
 May 12, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Golob David R

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/08/2015

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

ONE LETTERMAN
 DRIVE, BUILDING C, SUITE 410

(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
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94129

(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 | 05/08/2015 | | J ⁽¹⁾ | 580,632 D \$ 0 | 3,570,230 | I | See footnote (1) |
| Common Stock | 05/08/2015 | | J ⁽²⁾ | 2,859 D \$ 0 | 17,580 | I | See footnote (2) |
| Common Stock | 05/08/2015 | | J ⁽³⁾ | 411,486 D \$ 0 | 2,530,166 | I | See footnote (3) |
| Common | 05/08/2015 | | J ⁽⁴⁾ | 4,596 D \$ 0 | 28,262 | I | See |

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(2) On May 8, 2015, Francisco Partners Fund A, L.P. ("FPFA") made a pro rata distribution of stock, without any additional consideration, to the limited and general partners of FPFA. The shares are held directly by 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.

(3) On May 8, 2015, Francisco Partners III, L.P. ("FP III") made a pro rata distribution of stock, without any additional consideration, to the limited and general partners of FP III. The shares are held directly by 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.

(4) On May 8, 2015, Francisco Partners Parallel Fund III, L.P. ("FPPF III") made a pro rata distribution of stock, without any additional consideration, to the limited and general partners of FPPF III. The shares are held directly by 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.

Remarks:

This report is one of three 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.