#### Edgar Filing: BARRACUDA NETWORKS INC - Form 4

BARRACUD Form 4 July 31, 2015		RKS INC	J								
FORM	Л									PPROVAL	
	UNITE	NITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287	
Check this if no longe	ar		Expires:	January 31, 2005							
subject to Section 16	SIAI	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								average	
Form 4 or	SECONTIES						burden hours per response				
Form 5 obligation	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934								0.5		
may conti				•	•	· ·		f 1935 or Sectio	n		
See Instruction 1(b).	ction	50(II)	of the Inv	estinent (	Jompan	y Aci	01 19	40			
(Print or Type R	esponses)										
1. Name and Ac THOMPSON	2. Issuer Name <b>and</b> Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer					
			BARRACUDA NETWORKS INC [CUDA]					(Check all applicable)			
(Last)	(First)	(Middle)		Earliest Tra	nsaction			X Director Officer (give		6 Owner er (specify	
C/O BARRA INC., 3175 S BLVD.			(Month/Da 07/29/20	-				below)	below)		
	(Street)		4. If Amen	dment, Date	e Original			6. Individual or Jo	oint/Group Filin	ng(Check	
			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CAMPBELL	L, CA 95008							Person	fore than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A)	)	Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/29/2015			Code V A	Amount 1,359 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 7,230	D		

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.

 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. Transactic Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.58	07/29/2015		А	9,191	07/29/2016 <u>(2)</u>	07/29/2025	Common Stock	9,191

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
THOMPSON KEVIN B C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008	Х					
Signatures						
/s/ Diane Honda, Attorney-in-Fact for Ke Thompson		07/31/2015				
**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 reported securities are represented by restricted stock units which vest in three equal annual installments beginning on July 29, 2016.

(2) Shares subject to the option vest in three equal annual installments beginning on July 29, 2016.

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.