

BARRACUDA NETWORKS INC
 Form 4
 January 17, 2017

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 *
 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)
 01/12/2017

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

C/O FRANCISCO PARTNERS
 MANAGEMENT, L.P., ONE
 LETTERMAN DRIVE, BUILDING
 C- STE 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/12/2017		J	2,649,398	D (1) \$ 0 12,043	I	See footnotes (3) (4)
Common Stock	01/12/2017		J	6,477	A (2) \$ 0 18,520	I	See footnotes (3) (4)

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

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(9-02)

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 Beneficially Owned (Instr. 5)
				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
Golob David R C/O FRANCISCO PARTNERS MANAGEMENT, L.P. ONE LETTERMAN DRIVE, BUILDING C- STE 410 SAN FRANCISCO, CA 94129	X			

Signatures

/s/ David R. Golob
01/17/2017
**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).
- On January 12, 2017, certain funds affiliated with Francisco Partners Management, L.P. (collectively, "Francisco Partners") made pro rata distributions of common stock of Barracuda Networks, Inc., par value \$0.001 per share ("Common Stock"), without any additional consideration, to their respective limited and general partners.
- (1) distributions of common stock of Barracuda Networks, Inc., par value \$0.001 per share ("Common Stock"), without any additional consideration, to their respective limited and general partners.
 - (2) In connection with the transactions described in footnote 1 herein, these distributions of Common Stock included the disposition of Common Stock to other funds affiliated with Francisco Partners and to Mr. Golob, Tyndall Investors, L.L.C., a limited liability company of which Mr. Golob is a member ("Tyndall"), or family trusts controlled by Mr. Golob.
 - (3)

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These securities include Common Stock directly held and beneficially owned by Francisco Partners as well as the 14,856 shares of Common Stock either directly held or beneficially owned, through one or more family trusts, by Mr. Golob or by virtue of Mr. Golob's pro rata economic interest in Tyndall.

- (4) Mr. Golob, an officer of an affiliate of Francisco Partners, is a member of the board of directors of the Issuer. Mr. Golob disclaims beneficial ownership of any Common Stock of the Issuer that may be deemed to be beneficially owned by affiliates of Francisco Partners or by Tyndall except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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