

VARONIS SYSTEMS INC  
Form 4  
March 05, 2014

**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 \*  
Shachar Erez

(Last) (First) (Middle)

C/O EVERGREEN VENTURE PARTNERS, 25 HABARZEL ST.

(Street)

TEL-AVIV, L3 69710

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VARONIS SYSTEMS INC [VRNS]

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

03/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.001 per share	03/05/2014		C <sup>(1)</sup>		4,391,279	A	\$ 4,391,279
						I <sup>(2)</sup>	Directly owned by Evergreen IV, L.P. See Explanation of Response <sup>(2)</sup> <sup>(3)</sup>
Common stock, par value \$0.001 per share	03/05/2014		S		219,564	D	\$ 0.001 <sup>(4)</sup>
						I <sup>(2)</sup>	Directly owned by Evergreen IV, L.P. See Explanation

of Response  
(2) (3)

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)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	03/05/2014		<u>C(1)</u>		2,281,296	<u>(1)</u>	<u>(1)</u>	Common Stock	2,281,296
Series B Convertible Preferred Stock	<u>(1)</u>	03/05/2014		<u>C(1)</u>		1,256,282	<u>(1)</u>	<u>(1)</u>	Common Stock	1,256,282
Series C Convertible Preferred Stock	<u>(1)</u>	03/05/2014		<u>C(1)</u>		575,020	<u>(1)</u>	<u>(1)</u>	Common Stock	575,020
Series D Convertible Preferred Stock	<u>(1)</u>	03/05/2014		<u>C(1)</u>		278,681	<u>(1)</u>	<u>(1)</u>	Common Stock	278,681

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shachar Erez C/O EVERGREEN VENTURE PARTNERS 25 HABARZEL ST. TEL-AVIV, L3 69710	X			

## Signatures

/s/ Erez Shachar                      03/05/2014

\_\_Signature of                      Date  
Reporting Person

## 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 Issuer's Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock (together, the "Preferred Stock") have no expiration date and each share of the Preferred Stock converted automatically on a 1-for-1 basis into shares of the Issuer's Common Stock (the "Common Stock") immediately prior to the completion of the Issuer's underwritten initial public offering (the "IPO") without payment of further consideration.
- (2) Represents shares directly held by Evergreen IV, L.P., the general partner of which is Evergreen IV GP, L.P., and the general partner of which is Evergreen E.P.F IV Ltd. The Reporting Person is one of the seven individual members of the investment committee of Evergreen IV, L.P.
- (3) The Reporting Person disclaims beneficial ownership of the securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (4) Represents (i) the conversion of 4,391,279 shares of Preferred Stock of the Issuer automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's IPO and (ii) the sale by Evergreen IV, L.P. of 219,564 shares of Common Stock to the underwriters in connection with the IPO pursuant to the Issuer's Registration Statement on Form S-1 (No. 333-191840).

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.