

VARONIS SYSTEMS INC
Form 4
August 11, 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 *
EVERGREEN IV L.P.

2. Issuer Name and Ticker or Trading Symbol
VARONIS SYSTEMS INC [VRNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O EVERGREEN VENTURE PARTNERS, 25 HABARZEL ST.

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2014

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

(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

TEL-AVIV, L3 69710

(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)
				(A) or (D) Code V Amount (D) Price			
Common stock, par value \$0.001 per share	08/07/2014		A	6,381 A \$ 0.001	6,381	I	Directly owned by Erez Shachar. See Explanation of Responses. (1) (2)

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

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SEC 1474 (9-02)

Evergreen E.P.F IV Ltd., its sole General Partner /s/ Motti Hoss and /s/ Amichai Hammer,
authorized signatories

08/11/2014

__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).
Represents restricted stock units directly held by Erez Shachar, a member of the Board of Directors of the Issuer and one of the seven
(1) individuals members of the investment committee of the 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.
(2) The restricted stock units granted to Erez Shachar on August 7, 2014 will vest, and an equal number of shares of common stock will be
deliverable, in thirty-six equal installments upon the end of each one-month period following of the date of grant.

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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a currently valid OMB number.