

BARRACUDA NETWORKS INC
 Form 4
 November 12, 2013

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 DEB DIPANJAN

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)
 ONE LETTERMAN
 DRIVE, BUILDING C, SUITE 410
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/12/2013

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

SAN FRANCISCO, CA 95008

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

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/12/2013		C		6,245,946	A	Ⓛ 7,389,021	I	See footnote (2)
Common Stock	11/12/2013		C		30,756	A	Ⓛ 36,385	I	See footnote (3)
Common Stock	11/12/2013		C		4,707	A	Ⓛ 5,429	I	See footnote (4)
Common	11/12/2013		C		4,682,676	A	Ⓛ 4,682,676	I	See

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Stock								footnote (5)	
Common Stock	11/12/2013		P	553,814	A	\$ 18	5,236,490	I	See footnote (5)
Common Stock	11/12/2013		C	52,306	A	(1)	52,306	I	See footnote (6)
Common Stock	11/12/2013		P	6,186	A	\$ 18	58,492	I	See footnote (6)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	(1)	11/12/2013		C	6,245,946	(1) (1)	Common Stock 6,245,
Series A Convertible Preferred Stock	(1)	11/12/2013		C	30,756	(1) (1)	Common Stock 30,75
Series A Convertible Preferred Stock	(1)	11/12/2013		C	4,707	(1) (1)	Common Stock 4,70
Series B Convertible Preferred Stock	(1)	11/12/2013		C	4,682,676	(1) (1)	Common Stock 4,682,
	(1)	11/12/2013		C	52,306	(1) (1)	52,30

Series B
Convertible
Preferred
Stock

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEB DIPANJAN ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 95008	X	X		

Signatures

/s/ Dipanjan Deb 11/12/2013

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) Each share of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
 - (2) The shares are held directly by Francisco Partners, L.P. ("FP I"). The Reporting Person is one of the managers of Francisco Partners GP, LLC ("FP GP LLC"), the general partner of FP I, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FP I except to the extent of any pecuniary interest therein.
 - (3) The shares are held directly by Francisco Partners Fund A, L.P. ("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.
 - (4) The shares are held directly by FP Annual Fund Investors, LLC ("FPAFI"). The Reporting Person is one of the partners of FPM LP, the manager of FPAFI, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPAFI except to the extent of any pecuniary interest therein.
 - (5) The shares are held directly by Francisco Partners III, L.P. ("FP III"). The Reporting Person is one of the managers of Francisco Partners GP III Management, LLC ("FP GP III Mgmt"), 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.
 - (6) The shares are held directly by Francisco Partners Parallel Fund III, L.P. ("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 four reports, each on a separate Form 3, but relating to the same transaction being filed by the Francisco P

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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