

BARRACUDA NETWORKS INC
 Form 4
 November 12, 2013

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 *
GOETZ JAMES J

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)
 3000 SAND HILL ROAD, SUITE 4-250

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

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

(Street)
 MENLO PARK, CA 94025

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		5,251,491	A	Ⓛ 6,213,980	I	By Sequoia Capital Growth Fund III, LP (2)
Common Stock	11/12/2013		C		161,309	A	Ⓛ 211,016	I	By Sequoia Capital Growth III Principals

Common Stock	11/12/2013		C	36,201	A	<u>(1)</u>	46,736	I	Fund, LLC <u>(2)</u> By Sequoia Capital Growth Partners III, LP <u>(2)</u>
Common Stock	11/12/2013		C	139,301	A	<u>(1)</u>	180,214	I	By Sequoia Capital Franchise Partners, L.P. <u>(2)</u>
Common Stock							100,000	D	

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

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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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	11/12/2013		C	2,666,646	<u>(1)</u>	<u>(1)</u>	Common Stock	2,666,646
Series A Convertible Preferred Stock	<u>(1)</u>	11/12/2013		C	130,590	<u>(1)</u>	<u>(1)</u>	Common Stock	130,590

Series A Convertible Preferred Stock	<u>(1)</u>	11/12/2013	C	29,397	<u>(1)</u>	<u>(1)</u>	Common Stock	29,397
Series A Convertible Preferred Stock	<u>(1)</u>	11/12/2013	C	113,066	<u>(1)</u>	<u>(1)</u>	Common Stock	113,066
Series B Convertible Preferred Stock	<u>(1)</u>	11/12/2013	C	2,584,845	<u>(1)</u>	<u>(1)</u>	Common Stock	2,584,845
Series B Convertible Preferred Stock	<u>(1)</u>	11/12/2013	C	30,719	<u>(1)</u>	<u>(1)</u>	Common Stock	30,719
Series B Convertible Preferred Stock	<u>(1)</u>	11/12/2013	C	6,804	<u>(1)</u>	<u>(1)</u>	Common Stock	6,804
Series B Convertible Preferred Stock	<u>(1)</u>	11/12/2013	C	26,235	<u>(1)</u>	<u>(1)</u>	Common Stock	26,235

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETZ JAMES J 3000 SAND HILL ROAD, SUITE 4-250 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Melinda Dunn, by power of
attorney

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).

Each share of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock automatically converted into Common

- (1) 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.

James J. Goetz is a managing member of SCGF III Management, LLC ("SCGF III Management"). SCGF III Management is the general partner of Sequoia Capital Growth Partners III, L.P. ("SCGP III") and Sequoia Capital Growth Fund III, L.P. ("SCGF III") and is the managing member of Sequoia Capital Growth III Principals Fund, LLC ("SCG III"). In addition, Mr. Goetz is a limited partner of

- (2) Sequoia Capital Franchise Partners, L.P. ("SCFP"). By virtue of these relationships, Mr. Goetz may be deemed to share beneficial ownership of the shares held by SCGP III, SCGF III, SCG III and SCFP. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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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