

BARRACUDA NETWORKS INC

Form 4

February 20, 2014

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Faugno David

(Last) (First) (Middle)

C/O BARRACUDA NETWORKS,
INC., 3175 S. WINCHESTER
BLVD.

(Street)

CAMPBELL, CA 95008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BARRACUDA NETWORKS INC
[CUDA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	02/18/2014		F	(A) or (D) D Amount 3,076 (1) Price \$ 34.26	551,922 (2)	D	
Common Stock					68,273 (3)	I	By Trust (4)
Common Stock					74,168 (5)	I	By Trust (6)
Common Stock					68,273 (7)	I	By Trust (8)
					74,168 (9)	I	

By Trust
(10)

By Spouse

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				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
Faugno David C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008			Chief Financial Officer	

Signatures

02/20/2014

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) The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units.

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- (2) Includes 15,061 shares previously reported as held directly by the Drop Trust 2012 Two Year Annuity Trust for which the Reporting Person serves as a trustee (the "Drop Trust Two Year Annuity Trust") and 9,166 shares previously reported as held directly by the Drop Trust 2012 Three Year Annuity Trust for which the Reporting Person serves as a trustee (the "Drop Trust Three Year Annuity Trust") which were re-registered and are now held directly by the Reporting Person.
- (3) Excludes 15,061 shares previously reported as held directly by the Drop Trust Two Year Annuity Trust which were re-registered and are now held directly by the Reporting Person.
- (4) The shares are held directly by the Drop Trust Two Year Annuity Trust.
- (5) Excludes 9,166 shares previously reported as held directly by the Drop Trust Three Year Annuity Trust which were re-registered and are now held directly by the Reporting Person.
- (6) The shares are held directly by the Drop Trust 2012 Three Year Annuity Trust.
- (7) Excludes 15,061 shares previously reported as held directly by the Rock Trust 2012 Two Year Annuity Trust for which the Reporting Person's spouse serves as a trustee (the "Rock Trust Two Year Annuity Trust") which were re-registered and are now held directly by the Reporting Person's spouse.
- (8) The shares are held directly by the Rock Trust Two Year Annuity Trust.
- (9) Excludes 9,166 shares previously reported as held directly by the Rock Trust 2012 Three Year Annuity Trust for which the Reporting Person's spouse serves as a trustee (the "Rock Trust Three Year Annuity Trust") which were re-registered and are now held directly by the Reporting Person's spouse.
- (10) The shares are held directly by the Rock Trust Three Year Annuity Trust.
- (11) Includes 15,061 shares previously reported as held directly by the Rock Trust Two Year Annuity Trust and 9,166 shares previously held by the Rock Trust Three Year Annuity Trust which were re-registered and are now held directly by the Reporting Person's spouse.

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.