

BARRACUDA NETWORKS INC  
 Form 4  
 June 24, 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 \*  
 Faugno David

2. Issuer Name and Ticker or Trading Symbol  
 BARRACUDA NETWORKS INC  
 [CUDA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial Officer

(Last) (First) (Middle)  
 C/O BARRACUDA NETWORKS,  
 INC., 3175 S. WINCHESTER  
 BLVD.

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/23/2014

(Street)  
 CAMPBELL, 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/23/2014		S <sup>(1)</sup>	480	D 30.39 (2)	532,222	D
Common Stock	06/24/2014		S <sup>(1)</sup>	1,440	D 30.59 (3)	530,782	D
Common Stock	06/23/2014		S <sup>(1)</sup>	76	D 30.39 (2)	73,560	I By Trust (4)

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Common Stock	06/24/2014	S <sup>(1)</sup>	228	D	\$ 30.59 (3)	73,332	I	By Trust (4)
Common Stock	06/23/2014	S <sup>(1)</sup>	76	D	\$ 30.39 (2)	73,560	I	By Trust (5)
Common Stock	06/24/2014	S <sup>(1)</sup>	228	D	\$ 30.59 (3)	73,332	I	By Trust (5)
Common Stock						68,273	I	By Trust (6)
Common Stock						68,273	I	By Trust (7)
Common Stock						24,227	I	By Spouse

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

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(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 Owned Beneficially (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.			Chief Financial Officer	

3175 S. WINCHESTER BLVD.  
CAMPBELL, CA 95008

## Signatures

/s/ Diane Honda, Attorney-in-Fact for David  
Faugno

06/24/2014

\_\_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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on February 7, 2014 by the Reporting Person.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.35 to \$30.46, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.59 to \$30.62, inclusive.
- (3) The shares are held directly by the Drop Trust 2012 Three Year Annuity Trust
- (4) The shares are held directly by the Rock Trust 2012 Three Year Annuity Trust
- (5) The shares are held directly by the Drop Trust 2012 Two Year Annuity Trust
- (6) The shares are held directly by the Rock Trust 2012 Two Year Annuity Trust
- (7) The shares are held directly by the Drop Trust 2012 Two Year Annuity Trust

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.