

BARRACUDA NETWORKS INC
 Form 4
 July 03, 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 *
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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 Marketing Officer & EVP

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/02/2014

(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 Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	07/02/2014		S ⁽¹⁾	1,292	D	\$ 31.69	5,452,382	D
						(2)		
Common Stock	07/02/2014		S ⁽¹⁾	23,449	D	\$ 32.75	5,428,933	D
						(3)		
Common Stock	07/03/2014		S ⁽¹⁾	2,240	D	\$ 32.76	5,426,693	D
						(4)		

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Common Stock	07/02/2014	S ⁽¹⁾	706	D	\$ (5)	32.08	408,601	I	By Trust (6)
Common Stock	07/02/2014	S ⁽¹⁾	3,711	D	\$ (7)	32.81	404,890	I	By Trust (6)
Common Stock	07/03/2014	S ⁽¹⁾	400	D	\$ (4)	32.76	404,490	I	By Trust (6)
Common Stock	07/02/2014	S ⁽¹⁾	424	D	\$ (5)	32.08	653,133	I	By Trust (8)
Common Stock	07/02/2014	S ⁽¹⁾	2,226	D	\$ (7)	32.81	650,907	I	By Trust (8)
Common Stock	07/03/2014	S ⁽¹⁾	240	D	\$ (4)	32.76	650,667	I	By Trust (8)
Common Stock	07/02/2014	S ⁽¹⁾	286	D	\$ (2)	31.69	1,320,069	I	By LLC (9)
Common Stock	07/02/2014	S ⁽¹⁾	5,235	D	\$ (3)	32.75	1,314,834	I	By LLC (9)
Common Stock	07/03/2014	S ⁽¹⁾	500	D	\$ (4)	32.76	1,314,334	I	By LLC (9)
Common Stock							394,195	I	By Spouse
Common Stock							330,728	I	By Trust (10)
Common Stock							330,728	I	By Trust (11)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Transaction Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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- (9) The shares are held directly Consulting2 LLC for which the Reporting Person serves as the managing member.
- (10) The shares are held directly by the 2010 Four Year Plan 3 Trust for which the Reporting Person serves as a trustee.
- (11) The shares are held directly by the 2010 Four Year Plan 9 Trust for which the Reporting Person serves as a trustee.

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.