

BARRACUDA NETWORKS INC
 Form 4
 October 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Francisco Partners GP, LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/21/2014

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

ONE LETTERMAN
 DRIVE, BUILDING C, SUITE 410

(Street)

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

SAN FRANCISCO, CA 94129

(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)
				(A) or (D)	Price		
Common Stock	10/21/2014		S	15,154	D	\$ 30.02 (4)	7,315,165 I See footnote (1)
Common Stock	10/21/2014		S	75	D	\$ 30.02 (4)	36,021 I See footnote (2)
Common Stock	10/21/2014		S	11	D	\$ 30.02 (4)	5,375 I See footnote (3)
Common	10/22/2014		S	12,110	D	\$ 7,303,055	I See

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Stock					29.96 (5)			footnote (1)
Common Stock	10/22/2014	S	60	D	\$ 29.96 (5)	35,961	I	See footnote (2)
Common Stock	10/22/2014	S	9	D	\$ 29.96 (5)	5,366	I	See footnote (3)
Common Stock	10/23/2014	S	8,070	D	\$ 29.53 (6)	7,294,985	I	See footnote (1)
Common Stock	10/23/2014	S	40	D	\$ 29.53 (6)	35,921	I	See footnote (2)
Common Stock	10/23/2014	S	6	D	\$ 29.53 (6)	5,360	I	See footnote (3)

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 Beneficially Owned Following Transaction (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Francisco Partners GP, LLC
 ONE LETTERMAN DRIVE
 BUILDING C, SUITE 410 X
 SAN FRANCISCO, CA 94129

Francisco Partners, LP
 ONE LETTERMAN DRIVE
 BUILDING C, SUITE 410 X
 SAN FRANCISCO, CA 94129

Francisco Partners Fund A, L.P.
 ONE LETTERMAN DRIVE
 BUILDING C, SUITE 410 X
 SAN FRANCISCO, CA 94129

Francisco Partners Management, LP
 ONE LETTERMAN DRIVE
 BUILDING C, SUITE 410 X
 SAN FRANCISCO, CA 94129

FP Annual Fund Investors, LLC
 ONE LETTERMAN DRIVE
 BUILDING C, SUITE 410 X
 SAN FRANCISCO, CA 94129

Signatures

/s/ David R. Golob, a Manager of Francisco Partners GP, LLC 10/23/2014
 __Signature of Reporting Person Date

/s/ David R. Golob, a Manager of Francisco Partners GP, LLC, the General Partner of Francisco Partners, L.P. 10/23/2014
 __Signature of Reporting Person Date

/s/ David R. Golob, a Manager of Francisco Partners GP, LLC, the General Partner of Francisco Partners Fund A, L.P. 10/23/2014
 __Signature of Reporting Person Date

/s/ David R. Golob, a Partner of Francisco Partners Management, LP 10/23/2014
 __Signature of Reporting Person Date

/s/ David R. Golob, a Partner of Francisco Partners Management, LP, the Manager of FP Annual Fund Investors, LLC 10/23/2014
 __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 shares are held directly by Francisco Partners, L.P. ("FP I"). Francisco Partners GP, LLC ("FP GP LLC"), the general partner of FP I, shares voting and dispositive power with respect to the securities held by FP I. Dipanjan Deb, David R. Golob, Keith Geeslin and Ezra Perlman, certain of the managers of FP GP LLC, share voting and dispositive power with respect to the shares held by FP I. Such persons and entities disclaim beneficial ownership of the securities held by FP I except to the extent of any pecuniary interest therein.

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- (2) The shares are held directly by Francisco Partners Fund A, L.P. ("FPFA"). FP GP LLC, the general partner of FPFA, shares voting and dispositive power with respect to the securities held by FPFA. Messrs. Deb, Golob, Geeslin and Perlman, certain of the managers of FP GP LLC, share voting and dispositive power with respect to the shares held by FPFA. Such persons and entities disclaim beneficial ownership of the securities held by FPFA except to the extent of any pecuniary interest therein.
- (3) The shares are held directly by FP Annual Fund Investors, LLC ("FPAFI"). Francisco Partners Management, LP ("FPM LP"), the manager of FPAFI, shares voting and dispositive power with respect to the securities held by FPAFI. Messrs. Deb, Golob, Geeslin and Perlman, certain of the partners of FPM LP, share voting and dispositive power with respect to the shares held by FPAFI. Such persons and entities disclaim beneficial ownership of the securities held by FPAFI except to the extent of any pecuniary interest therein.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.90 to \$30.19, inclusive.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.50 to \$30.43, inclusive.
- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.50 to \$29.64, inclusive.

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by Francisco Partners

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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