

BARRACUDA NETWORKS INC
 Form 4
 April 10, 2015

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 *
 Perone Michael D

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)
 04/08/2015

(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)			
			Code	V	Amount or Price					
Common Stock	04/08/2015		A		40,000 ⁽¹⁾	A	\$ 0	5,110,471	D	
Common Stock	04/09/2015		S ⁽²⁾		32,229	D	\$ 43.14 ⁽³⁾	5,038,242	D	
Common Stock	04/09/2015		S ⁽²⁾		5,755	D	\$ 43.14 ⁽³⁾	189,967	I	By Trust ⁽⁴⁾
Common	04/09/2015		S ⁽²⁾		3,453	D	\$	598,727	I	By Trust

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Stock					43.14 <u>(3)</u>				<u>(5)</u>
Common Stock	04/09/2015		<u>S</u> (2)	7,194	D	\$ 43.14 <u>(3)</u>	1,226,334	I	By LLC <u>(6)</u>
Common Stock							462,744	I	By Spouse
Common Stock							262,179	I	By Trust <u>(7)</u>
Common Stock							262,179	I	By Trust <u>(8)</u>
Common Stock							128,523	I	By Trust <u>(9)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.92	04/08/2015		A	40,000	<u>(10)</u>	04/08/2025	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perone Michael D C/O BARRACUDA NETWORKS, INC.	X	X	Chief Marketing	

3175 S. WINCHESTER BLVD.
CAMPBELL, CA 95008

Officer & EVP

Signatures

/s/ Diane Honda Attorney-in-Fact for Michael D.
Perone

04/10/2015

**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 reported shares are represented by restricted stock units which vest in four equal annual installments beginning on May 1, 2016.
- (2) 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
(3) \$42.78 to \$43.43, 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.
- (4) The shares are held directly by the Perone Family 2010 Irrevocable Trust dated June 29, 2010 for which the Reporting Person serves as a trustee.
- (5) The shares are held directly by the Perone 2012 Irrevocable Trust for which the Reporting Person serves as a trustee.
- (6) The shares are held directly Consulting2 LLC for which the Reporting Person serves as the managing member.
- (7) The shares are held directly by the 2010 Four Year Plan 3 Trust for which the Reporting Person serves as a trustee.
- (8) The shares are held directly by the 2010 Four Year Plan 9 Trust for which the Reporting Person serves as a trustee.
- (9) The shares are held directly by the Perone Family 2010 Irrevocable Trust - Exempt dated June 29, 2010 for which the Reporting Person serves as a trustee.
- (10) Shares subject to the option vest in sixteen equal quarterly installments beginning on August 8, 2015.

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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