#### BARRACUDA NETWORKS INC

Form 4/A April 13, 2015

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**SECURITIES** 

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

BARRACUDA NETWORKS INC

Symbol

[CUDA]

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Faugno David

1. Name and Address of Reporting Person \*

			[CCD11]									
(Last) (First) (Middle) 3. Date of (Month/D) C/O BARRACUDA NETWORKS, 04/07/20 INC., 3175 S. WINCHESTER BLVD.									Director 10% Owner X Officer (give title Other (specify below)			
				endment, Date Original onth/Day/Year) 2015					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				d of (D) 5)  Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	04/07/2015			S(1)		1,440	D	\$ 40.97 (2)	511,697	D		
Common Stock	04/07/2015			S <u>(1)</u>		228	D	\$ 40.97 (2)	62,254	I	By Trust	
Common Stock	04/07/2015			S <u>(1)</u>		228	D	\$ 40.97 (2)	62,254	I	By Trust	

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•			Securities			(Instr	. 3 and 4)	
	Security					Acquired			Ì		
	Ĭ					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						, ,					
										Amount	
							Date	Expiration		or	
							Exercisable Date	•	Title	Number	
								Date		of	
				Code	V	(A) (D)				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**

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

04/13/2015

\*\*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 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 \$40.95 to \$41.18, 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.
- (3) The shares are held directly by the Drop Trust 2012 Three Year Annuity Trust for which the Reporting Person serves as a trustee.
- (4) The shares are held directly by the Rock Trust 2012 Three Year Annuity Trust for which the Reporting Person serves as a trustee.

Reporting Owners 2

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### **Remarks:**

This amendment on Form 4 is filed to correct the amount of securities beneficially owned following the reported transactions in 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.