#### BARRACUDA NETWORKS INC

Form 4 April 29, 2015

# FORM 4

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

**OMB** 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations 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 30(h) of the Investment Company Act of 1940

response...

1(b).

(Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Perone Michael D Issuer Symbol BARRACUDA NETWORKS INC (Check all applicable) [CUDA] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director X\_\_ 10% Owner \_ Other (specify X\_ Officer (give title (Month/Day/Year) below) C/O BARRACUDA NETWORKS, 04/27/2015 Chief Marketing Officer & EVP INC., 3175 S. WINCHESTER BLVD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CAMPBELL, CA 95008 (City) (Zip) (State)

(City)	(State) (	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. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	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)	
Common Stock	04/27/2015		S <u>(1)</u>	2,240	D	\$ 45.85 (2)	5,011,362	D		
Common Stock	04/28/2015		S <u>(1)</u>	1,120	D	\$ 41.97 (3)	5,010,242	D		
Common Stock	04/28/2015		S <u>(1)</u>	560	D	\$ 44.04	5,009,682	D		
Common	04/29/2015		S(1)	1,120	D	\$	5,008,562	D		

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Stock					42.88 (4)			
Common Stock	04/27/2015	S <u>(1)</u>	400	D	\$ 45.85 (2)	185,167	I	By Trust
Common Stock	04/28/2015	S(1)	200	D	\$ 41.97 (3)	184,967	I	By Trust
Common Stock	04/28/2015	S <u>(1)</u>	100	D	\$ 44.04	184,867	I	By Trust (5)
Common stock	04/29/2015	S <u>(1)</u>	200	D	\$ 42.88 (4)	184,667	I	By Trust
Common Stock	04/27/2015	S <u>(1)</u>	240	D	\$ 45.85 (2)	595,847	I	By Trust
Common Stock	04/28/2015	S <u>(1)</u>	120	D	\$ 41.97 (3)	595,727	I	By Trust
Common Stock	04/28/2015	S <u>(1)</u>	60	D	\$ 44.04	595,667	I	By Trust
Common Stock	04/29/2015	S <u>(1)</u>	120	D	\$ 42.88 (4)	595,547	I	By Trust
Common Stock	04/27/2015	S <u>(1)</u>	500	D	\$ 45.85 (2)	1,220,334	I	By LLC <u>(7)</u>
Common Stock	04/28/2015	S <u>(1)</u>	250	D	\$ 41.97 (3)	1,220,084	I	By LLC (7)
Common Stock	04/28/2015	S <u>(1)</u>	125	D	\$ 44.04	1,219,959	I	By LLC (7)
Common Stock	04/29/2015	S <u>(1)</u>	250	D	\$ 42.88 (4)	1,219,709	I	By LLC <u>(7)</u>
Common Stock						462,744	I	By Spouse
Common Stock						262,179	I	By Trust
Common Stock						262,179	I	By Trust
Common Stock						128,523	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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Expira Exercisable Date	Expiration		or	
							Date		Number	
				G 1 1	7 (A) (B)				of	
				Code V	V (A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Perone Michael D C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008	X	X	Chief Marketing Officer & EVP					

# **Signatures**

/s/ Diane Honda Attorney-in-Fact for Michael D.
Perone 04/29/2015

\*\*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 \$45.25 to \$46.14, 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), (3) and (4) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.75 to \$42.59, inclusive.

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- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.75 to 443.02, inclusive.
- (5) 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.
- (6) The shares are held directly by the Perone 2012 Irrevocable Trust for which the Reporting Person serves as a trustee.
- (7) The shares are held directly Consulting2 LLC for which the Reporting Person serves as the managing member.
- (8) The shares are held directly by the 2010 Four Year Plan 3 Trust for which the Reporting Person serves as a trustee.
- (9) The shares are held directly by the 2010 Four Year Plan 9 Trust for which the Reporting Person serves as a trustee.
- (10) 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.

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.