

BARRACUDA NETWORKS INC
 Form 4
 April 29, 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/27/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Marketing Officer & EVP

C/O BARRACUDA NETWORKS, INC., 3175 S. WINCHESTER BLVD.

(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

CAMPBELL, CA 95008

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/27/2015		S ⁽¹⁾		2,240	D	\$ 45.85 <u>(2)</u>
Common Stock	04/28/2015		S ⁽¹⁾		1,120	D	\$ 41.97 <u>(3)</u>
Common Stock	04/28/2015		S ⁽¹⁾		560	D	\$ 44.04
Common Stock	04/29/2015		S ⁽¹⁾		1,120	D	\$ 5,008,562

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Stock					42.88				
					<u>(4)</u>				
					\$				
Common Stock	04/27/2015	<u>S(1)</u>	400	D	45.85	185,167	I	By Trust	<u>(5)</u>
					<u>(2)</u>				
					\$				
Common Stock	04/28/2015	<u>S(1)</u>	200	D	41.97	184,967	I	By Trust	<u>(5)</u>
					<u>(3)</u>				
					\$				
Common Stock	04/28/2015	<u>S(1)</u>	100	D	44.04	184,867	I	By Trust	<u>(5)</u>
					\$				
Common stock	04/29/2015	<u>S(1)</u>	200	D	42.88	184,667	I	By Trust	<u>(5)</u>
					<u>(4)</u>				
					\$				
Common Stock	04/27/2015	<u>S(1)</u>	240	D	45.85	595,847	I	By Trust	<u>(6)</u>
					<u>(2)</u>				
					\$				
Common Stock	04/28/2015	<u>S(1)</u>	120	D	41.97	595,727	I	By Trust	<u>(6)</u>
					<u>(3)</u>				
					\$				
Common Stock	04/28/2015	<u>S(1)</u>	60	D	44.04	595,667	I	By Trust	<u>(6)</u>
					\$				
Common Stock	04/29/2015	<u>S(1)</u>	120	D	42.88	595,547	I	By Trust	<u>(6)</u>
					<u>(4)</u>				
					\$				
Common Stock	04/27/2015	<u>S(1)</u>	500	D	45.85	1,220,334	I	By LLC	<u>(7)</u>
					<u>(2)</u>				
					\$				
Common Stock	04/28/2015	<u>S(1)</u>	250	D	41.97	1,220,084	I	By LLC	<u>(7)</u>
					<u>(3)</u>				
					\$				
Common Stock	04/28/2015	<u>S(1)</u>	125	D	44.04	1,219,959	I	By LLC	<u>(7)</u>
					\$				
Common Stock	04/29/2015	<u>S(1)</u>	250	D	42.88	1,219,709	I	By LLC	<u>(7)</u>
					<u>(4)</u>				
						462,744	I	By Spouse	
						262,179	I	By Trust	<u>(8)</u>
						262,179	I	By Trust	<u>(9)</u>
						128,523	I	By Trust	<u>(10)</u>

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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.

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