

BARRACUDA NETWORKS INC  
 Form 4  
 May 07, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Jenkins William D Jr

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)  
 3175 S. WINCHESTER BLVD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/04/2015

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

CAMPBELL, CA 95008

(City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
Common Stock	05/04/2015		M	V	\$ 15,000 12.66	806,161	D
Common Stock	05/04/2015		S <sup>(1)</sup>	D	\$ 10,167 40.96 <u>(2)</u>	795,994	D
Common Stock	05/04/2015		S <sup>(1)</sup>	D	\$ 4,833 41.7 <u>(3)</u>	791,161	D
Common Stock	05/05/2015		F	D	\$ 28,493 39.75 <u>(4)</u>	762,668	D

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.66	05/04/2015		M	15,000	<u>(5)</u> 11/05/2022	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jenkins William D Jr 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008	X		Chief Executive Officer	

## Signatures

/s/ Diane Honda, Attorney-in-Fact for William D Jenkins, Jr.

05/07/2015

\_\_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 by the Reporting Person on February 13, 2015.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.56 to \$41.42, 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 under the ranges set forth in footnotes (2) and (3) to this Form 4.
- (2)
- (3)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.60 to \$41.88, inclusive.

- (4) The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units.
- (5) 1/16 of the shares subject to the option vest quarterly over a four year period beginning on February 5, 2013.

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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