

BARRACUDA NETWORKS INC  
 Form 4  
 May 18, 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 \*  
**GOETZ JAMES J**

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)  
 2800 SAND HILL RD, SUITE 101  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2015

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

MENLO PARK, CA 94025

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 Beneficial Ownership (Instr. 4)			
Common Stock	05/14/2015		J <sup>(1)</sup>	V	148	A	\$ 0 <u>(1)</u>	121,508	D	
Common Stock	05/15/2015		J <sup>(2)</sup>		1,553,495	D	\$ 0 <u>(2)</u>	3,883,737	I	By Sequoia Capital Growth Fund III, L.P. <sup>(3)</sup>
Common Stock	05/15/2015		J <sup>(2)</sup>		52,754	D	\$ 0 <u>(2)</u>	131,885	I	By Sequoia Capital Growth III

Common Stock	05/15/2015	J <sup>(2)</sup>	11,684	D	\$ 0 <sup>(2)</sup>	29,210	I	Principals Fund, LLC <sup>(3)</sup>	
								By Sequoia Capital Growth Partners III, LP <sup>(3)</sup>	
Common Stock	05/15/2015	J <sup>(2)</sup>	45,054	D	\$ 0 <sup>(2)</sup>	112,633	I	By Sequoia Capital Franchise Partners, L.P. <sup>(3)</sup>	
Common Stock	05/15/2015	J <sup>(4)</sup>	40,297	A	\$ 0 <sup>(4)</sup>	161,805	D		
Common Stock	05/15/2015	J <sup>(4)</sup>	472	A	\$ 0 <sup>(4)</sup>	162,277	D		
Common Stock	05/15/2015	J <sup>(4)</sup>	264	A	\$ 0 <sup>(4)</sup>	162,541	D		
Common Stock	05/15/2015	J <sup>(4)</sup>	314	A	\$ 0 <sup>(4)</sup>	471	I	By Family Trust <sup>(5)</sup>	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETZ JAMES J 2800 SAND HILL RD, SUITE 101 MENLO PARK, CA 94025		X		

## Signatures

/s/ Melinda Dunn, by power of attorney  
05/18/2015

\_\_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) Represents the receipt of shares by the Reporting Person pursuant to a pro rata in-kind distribution of common stock of the Issuer by SC Buyouts III, L.L.C. to its partners or members.
  - (2) Represents a pro rata in-kind distribution of Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.  
  
James J. Goetz is a managing member of SCGF III Management, LLC ("SCGF III Management"). SCGF III Management is the general partner of Sequoia Capital Growth Partners III, L.P. ("SCGP III") and Sequoia Capital Growth Fund III, L.P. ("SCGF III") and is the managing member of Sequoia Capital Growth III Principals Fund, LLC ("SCG III"). In addition, Mr. Goetz is a limited partner of Sequoia Capital Franchise Partners, L.P. ("SCFP"). By virtue of these relationships, Mr. Goetz may be deemed to share beneficial ownership of the shares held by SCGP III, SCGF III, SCG III and SCFP. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
  - (3) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (2) above as follows: (i) 40,297 shares from SCGF III to the Reporting Person; (ii) 472 shares from SCG III to the Reporting Person; (iii) 264 shares from SCFP to the Reporting Person; and (iv) 314 shares from SCG III to a family trust.  
  
Shares held by a family trust. The Reporting Person may be deemed to beneficially own the shares held by a family trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.
  - (4) Shares held by a family trust. The Reporting Person may be deemed to beneficially own the shares held by a family trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

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.