

BARRACUDA NETWORKS INC

Form 4

May 26, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Drako Dean M

(Last) (First) (Middle)

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

(Street)

CAMPBELL, CA 95008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BARRACUDA NETWORKS INC
[CUDA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2016		S		7,582	D	\$ 17.06 (1)	2,212,367	I	By Trust (2)
Common Stock	05/24/2016		S		7,583	D	\$ 17.06 (1)	2,779,528	I	By Trust (3)
Common Stock	05/24/2016		S		7,583	D	\$ 17.06 (1)	2,268,950	I	By Trust (4)

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Common Stock	05/25/2016	S	11,963	D	\$ <u>(5)</u>	17.07	2,200,404	I	BY Trust <u>(2)</u>
Common Stock	05/25/2016	S	11,963	D	\$ <u>(5)</u>	17.07	2,767,565	I	By Trust <u>(3)</u>
Common Stock	05/25/2016	S	11,963	D	\$ <u>(5)</u>	17.07	2,256,987	I	By Trust <u>(4)</u>
Common Stock	05/26/2016	S	15,720	D	\$ <u>(6)</u>	17.09	2,184,684	I	By Trust <u>(2)</u>
Common Stock	05/26/2016	S	15,719	D	\$ <u>(6)</u>	17.09	2,751,846	I	By Trust <u>(3)</u>
Common Stock	05/26/2016	S	15,719	D	\$ <u>(6)</u>	17.09	2,241,268	I	By Trust <u>(4)</u>
Common Stock							240,000	I	By Trust <u>(7)</u>
Common Stock							116,667	I	By Trust <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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
Drako Dean M C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008		X		

Signatures

/s/ Diane Honda Attorney-in-Fact for Dean M.
Drako

05/26/2016

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.16, 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 footnotes (1), (5), and (6).
- (2) The shares are held directly by the Dean M. Drako Living Trust for which the Reporting Person serves as a trustee.
- (3) The shares are held directly by the Drako Trust F for which the Reporting Person serves as a trustee.
- (4) The shares are held directly by the DD Investment Management Trust A for which the Reporting Person serves as trustee.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.17, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.22, inclusive.
- (7) The shares are held directly by the DD Investment Trust B for which the Reporting Person serves as a trustee.
- (8) The shares are held directly by the DD Investment Trust A 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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