

BARRACUDA NETWORKS INC

Form 4

July 06, 2016

FORM 4UNITED 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 SECURITIESFiled 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

(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)
07/01/20164. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Marketing Officer & EVP6. 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)
Common Stock	07/01/2016		F	314 ⁽¹⁾ D	\$ 15.18	5,021,496	D
Common Stock					177,331	I	By Trust ⁽²⁾
Common Stock					590,685	I	By Trust ⁽³⁾
Common Stock					1,210,039	I	By LLC ⁽⁴⁾
					462,744	I	By Spouse

Common
Stock

Common Stock	262,179	I	By Trust (5)
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Common Stock	262,179	I	By Trust (6)
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Common Stock	128,523	I	By Trust (7)
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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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
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

07/06/2016

__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 reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units.
- (2) 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.
- (3) The shares are held directly by the Perone 2012 Irrevocable Trust for which the Reporting Person serves as a trustee.
- (4) The shares are held directly Consulting2 LLC for which the Reporting Person serves as the managing member.
- (5) The shares are held directly by the 2010 Four Year Plan 3 Trust for which the Reporting Person serves as a trustee.
- (6) The shares are held directly by the 2010 Four Year Plan 9 Trust for which the Reporting Person serves as a trustee.
- (7) 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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