#### BARRACUDA NETWORKS INC

Form 4

August 05, 2016

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 

Washington, D.C. 20549 Check this box

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BARRACUDA NETWORKS INC

(Check all applicable)

[CUDA]

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director X\_\_ 10% Owner \_ Other (specify Officer (give title

(Month/Day/Year) 08/03/2016

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

(Street)

(State)

(First)

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non-Desiration Constitute Assuring Dispersed of an Desirable Constitution

below)

CAMPBELL, CA 95008

(City)	(State) (	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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	08/03/2016		S	3,208	D	\$ 22.02	2,049,949	I	By Trust
Common Stock	08/03/2016		S	3,207	D	\$ 22.02 (1)	2,617,111	I	By Trust
Common Stock							2,156,533	I	By Trust
Common							240,000	I	By Trust

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Stock  $\underline{\underline{(5)}}$  Common Stock 116,667 I By Trust  $\underline{\underline{(6)}}$ 

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.

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 Derivation Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	7. Title a Amount Underlyi Securitie (Instr. 3 a	of ing es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title No of	umber		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Numer Paddress	Director	10% Owner	Officer	Other		
Drako Dean M						
C/O BARRACUDA NETWORKS, INC.		X				
3175 S. WINCHESTER BLVD.		Λ				
CAMPBELL, CA 95008						

# **Signatures**

/s/ Diane Honda Attorney-in-Fact for Dean M.
Drako
08/05/2016

\*\*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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 (1) to \$22.08 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.

Reporting Owners 2

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- (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 shares are held directly by the DD Investment Trust B for which the Reporting Person serves as a trustee.
- (6) 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. 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.