

BARRACUDA NETWORKS INC  
 Form 4  
 December 19, 2016

**FORM 4** UNITED 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 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 \*  
 Drako Dean M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2016

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

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

(Street)

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

CAMPBELL, CA 95008

(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 Ownership (Instr. 4) |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |              |
| Common Stock                    | 12/15/2016                           |  | S                              | 5,000   | D \$ 22.8 (1)   | 1,000,709  | I  | By Trust (2) |
| Common Stock                    | 12/15/2016                           |  | S                              | 5,000   | D \$ 22.8 (1)   | 1,562,871  | I  | By Trust (3) |
| Common Stock                    | 12/15/2016                           |  | S                              | 5,000   | D \$ 22.8 (1)   | 1,907,293  | I  | By Trust (4) |
| Common Stock                    | 12/15/2016                           |  | S                              | 5,000   | D \$ 22.8 (1)   | 1,555,000  | I  | By Trust (5) |
|                                 | 12/19/2016                           |  | S                              | 10,000  | D   | 990,709  | I  |              |

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|              |            |  |   |        |                    |                    |           |   |                 |
|--------------|------------|--|---|--------|--------------------|--------------------|-----------|---|-----------------|
| Common Stock |            |  |   |        | \$<br>22.39<br>(6) |                    |           |   | By Trust<br>(2) |
| Common Stock | 12/19/2016 |  | S | 10,000 | D                  | \$<br>22.39<br>(6) | 1,552,871 | I | By Trust<br>(3) |
| Common Stock | 12/19/2016 |  | S | 10,000 | D                  | \$<br>22.39<br>(6) | 1,897,293 | I | By Trust<br>(4) |
| Common Stock | 12/19/2016 |  | S | 10,000 | D                  | \$<br>22.39<br>(6) | 1,545,000 | I | By Trust<br>(5) |

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 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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

12/19/2016

\_\_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 \$22.49 to \$23.03, 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) and (6).
  - (1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within footnotes (1) 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 shares are held directly by the DD Investment Management Trust B for which the Reporting Person serves as trustee.
  - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.25 to \$22.56, inclusive.

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.