Perone Michael D Form 4 August 16, 2017

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Perone Michael D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

BARRACUDA NETWORKS INC

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

[CUDA]

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) 08/14/2017

_X__ Director Officer (give title

_X__ 10% Owner __ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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)

X 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)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D) 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	08/14/2017		Code V $S_{(1)}^{(1)}$	Amount 89,363	(D)	Price \$ 24.02 (2)	2,988,898	D	
Common Stock	08/15/2017		S <u>(1)</u>	52,787	D	\$ 24.02 (2)	2,936,111	D	
Common Stock	08/16/2017		S(1)	19,163	D	\$ 24.02 (2)	2,916,948	D	

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Common Stock	08/14/2017	S <u>(1)</u>	11,614	D	\$ 24.02 (2)	448,492	I	By Trust
Common Stock	08/15/2017	S <u>(1)</u>	6,861	D	\$ 24.02 (2)	441,631	I	By Trust
Common Stock	08/16/2017	S(1)	2,491	D	\$ 24.02 (2)	439,140	I	By Trust
Common Stock	08/14/2017	S <u>(1)</u>	20,536	D	\$ 24.02 (2)	759,830	I	By LLC (4)
Common Stock	08/15/2017	S <u>(1)</u>	12,131	D	\$ 24.02 (2)	747,699	I	By LLC
Common Stock	08/16/2017	S <u>(1)</u>	4,404	D	\$ 24.02 (2)	743,295	I	By LLC
Common Stock	08/14/2017	S <u>(1)</u>	9,771	D	\$ 24.02 (2)	376,826	I	By Trust (5)
Common Stock	08/15/2017	S <u>(1)</u>	5,771	D	\$ 24.02 (2)	371,055	I	By Trust (5)
Common Stock	08/16/2017	S(1)	2,095	D	\$ 24.02 (2)	368,960	I	By Trust (5)
Common Stock						462,744	I	By Spouse
Common Stock						128,523	I	By Trust

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	2. Conversion	3. Transaction Date (Month/Day/Year)			5. orNumber		7. Title and Amount of	8. Price of Derivative	
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own

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Follo

Repo

Trans

(Insti

Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg ,	Director	10% Owner	Officer	Other			
Perone Michael D C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008	X	X					

Signatures

/s/ Diane Honda Attorney-in-Fact for Michael D.
Perone 08/16/2017

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Oct 17, 2016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 (2) to \$24.10, 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.
- (3) 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.
- (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 Perone 2012 Irrevocable Trust for which the Reporting Person serves as a trustee.
- (6) 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. 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.

Reporting Owners 3