

Hughes Michael D
 Form 4
 February 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Hughes Michael D

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)
 02/12/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Worldwide Sales

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/12/2018		D	21,853	D (1) 131,875	D	
Common Stock	02/12/2018		D	131,875 (2)	D (3) 0	D	

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)

Edgar Filing: Hughes Michael D - Form 4

- (1) Pursuant to the Agreement and Plan of Merger between the Issuer, Project Deep Blue Holdings, LLC, and Project Deep Blue Merger Corp. dated November 26, 2017 (the "Merger Agreement"), each share of Issuer common stock was exchanged for \$27.55 in cash.

The reported shares are represented by restricted stock units, or RSUs, which vest as follows: (i) 6,250 RSUs vest on May 1, 2018; (ii)

- (2) 12,500 RSUs vest on two equal annual installments beginning on May 1, 2018; (iii) 50,625 RSUs vest on three equal annual installments beginning on June 1, 2018; (iv) 60,000 RSUs vest in four equal annual installments beginning on June 1, 2018; and (v) 2,500 RSUs vest on November 1, 2018.

- (3) Pursuant to the Merger Agreement, the unvested RSUs were cancelled and converted into the contingent right to receive a cash payment of \$3,633,156.25, which represents \$27.55 for each outstanding unvested unit which will vest and be payable at the same time as the unvested RSUs for which such cash amount was exchanged would have vested pursuant to its terms.

- (4) Shares subject to the option are fully vested. Pursuant to the Merger Agreement, the option was cancelled and converted into the right to receive a cash payment of \$731,864.16, which represents the difference between \$27.55 and the exercise price of the option per share.

- (5) Shares subject to the option are fully vested. Pursuant to the Merger Agreement, the option was cancelled of the merger and converted into the right to receive a cash payment of \$132,161.38, which represents the difference between \$27.55 and the exercise price of the option per share.

The option provided for vesting in sixteen equal quarterly installments beginning on August 25, 2016. Pursuant to the Merger Agreement,

the 8,437 vested options were cancelled and converted into the right to receive a cash payment of \$87,913.54 which represents the

- (6) difference between \$27.55 and the exercise price of the option per share. The remaining 14,063 unvested options were cancelled and converted into the contingent right to receive a cash payment of \$146,536.46, which represents the difference between \$27.55 and the exercise price per share for each outstanding unvested option which will vest and be payable at the same time as the unvested options for which such cash was exchanged would have vested pursuant to its terms.

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.