

BARRACUDA NETWORKS INC
 Form 3
 November 05, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Perone Michael D</p> <p>(Last) (First) (Middle)</p> <p>C/O BARRACUDA NETWORKS, INC., Â 3175 S. WINCHESTER BLVD.</p> <p>(Street)</p> <p>CAMPBELL, Â CA Â 95008</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/05/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BARRACUDA NETWORKS INC [CUDA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Marketing Officer & EVP</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,491,813 ⁽¹⁾	D	Â
Common Stock	394,195	I	See footnote ⁽²⁾
Common Stock	330,728	I	See footnote ⁽³⁾
Common Stock	419,690	I	See footnote ⁽⁴⁾
Common Stock	330,728	I	See footnote ⁽⁵⁾
Common Stock	659,787	I	See footnote ⁽⁶⁾
Common Stock	1,333,334	I	See footnote ⁽⁷⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	Â (8)	11/19/2022	Common Stock	40,000	\$ 12.66	D	Â

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	Â X	Â X	Â Chief Marketing Officer & EVP	Â

Signatures

/s/ Diane C. Honda, by power of attorney 11/05/2013

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Of the reported shares, 29,992 shares are represented by restricted stock units (RSUs) pursuant to which 834 shares vest monthly
- (1) beginning on December 5, 2013 and an additional 40,000 shares are represented by RSUs pursuant to which the shares vest annually over three years beginning on October 10, 2014.
 - (2) The shares are held directly by the Reporting Person's spouse.
 - (3) The shares are held directly by the 2010 Four Year Plan 3 Trust for which the Reporting Person serves as a trustee.
 - (4) 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.
 - (5) The shares are held directly by the by the 2010 Four Year Plan 9 Trust for which the Reporting Person serves as a trustee.
 - (6) The shares are held directly by the Perone 2012 Irrevocable Trust for which the Reporting Person serves as a trustee.
 - (7) The shares are held directly Consulting2 LLC for which the Reporting Person serves as the managing member.
 - (8) Shares subject to the option vest ratably over forty-eight months beginning on December 9, 2012.

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Remarks:

Exhibit 24 - Power of Attorney

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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.