

BARRACUDA NETWORKS INC
 Form 3
 November 05, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 DEB DIPANJAN</p> <p>(Last) (First) (Middle)</p> <p>ONE LETTERMAN DRIVE,Â BUILDING C, SUITE 410</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94129</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 type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</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>
--	---	---	--	---	--

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	1,143,075	I	See footnote <u>(1)</u>
Common Stock	5,629	I	See footnote <u>(2)</u>
Common Stock	722	I	See footnote <u>(3)</u>

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

SEC 1473 (7-02)

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.

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

Edgar Filing: BARRACUDA NETWORKS INC - Form 3

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	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	6,245,946	\$ (4)	I	See footnote (1)
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	30,756	\$ (4)	I	See footnote (2)
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	4,707	\$ (4)	I	See footnote (3)
Series B Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	4,682,676	\$ (4)	I	See footnote (5)
Series B Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	52,306	\$ (4)	I	See footnote (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEB DIPANJAN ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129	Â X	Â X	Â	Â

Signatures

/s/ Dipanjan Deb 11/05/2013
 **Signature of Date
 Reporting Person

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).
- (1) The shares are held directly by Francisco Partners, L.P. ("FP I"). The Reporting Person is one of the managers of Francisco Partners GP, LLC ("FP GP LLC"), the general partner of FP I, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FP I except to the extent of any pecuniary interest therein.
 - (2) The shares are held directly by Francisco Partners Fund A, L.P. ("FPFA"). The Reporting Person is one of the managers of FP GP LLC, the general partner of FPFA, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPFA except to the extent of any pecuniary interest therein.
 - (3) The shares are held directly by FP Annual Fund Investors, LLC ("FPAFI"). The Reporting Person is one of the partners of FPM LP, the manager of FPAFI, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPAFI except to the extent of any pecuniary interest therein.
 - (4) Each share of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and

Edgar Filing: BARRACUDA NETWORKS INC - Form 3

has no expiration date.

- (5) The shares are held directly by Francisco Partners III, L.P. ("FP III"). The Reporting Person is one of the managers of Francisco Partners GP III Management, LLC ("FP GP III Mgmt"), Francisco Partners GP III, L.P. ("FP GP III LP"), the general partner of FP III, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FP III except to the extent of any pecuniary interest therein.

- (6) The shares are held directly by Francisco Partners Parallel Fund III, L.P. ("FPPF III"). The Reporting Person is one of the managers of FP GP III Mgmt, the general partner of FP GP III LP, the general partner of FPPF III, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPPF III except to the extent of any pecuniary interest therein.

Â

Remarks:

This report is one of four reports, each on a separate Form 3, but relating to the same transaction.

The Reporting Person may be deemed to be, but does not concede to being, a member of a group.

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.