

BARRACUDA NETWORKS INC
 Form 4
 February 20, 2014

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 *
 Faugno David

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)
 02/18/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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)
			Code	V Amount or (D) Price			
Common Stock	02/18/2014		F	3,076 (1)	\$ 34.26	D	
Common Stock					68,273 (3)	I	By Trust (4)
Common Stock					74,168 (5)	I	By Trust (6)
Common Stock					68,273 (7)	I	By Trust (8)
					74,168 (9)	I	

Common Stock							By Trust (10)
Common Stock				24,227 (11)	I		By Spouse

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

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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 Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Faugno David C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008			Chief Financial Officer	

Signatures

/s/ Diane Honda, Attorney-in-Fact for David Faugno
Date: 02/20/2014

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 reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units.

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- (2) Includes 15,061 shares previously reported as held directly by the Drop Trust 2012 Two Year Annuity Trust for which the Reporting Person serves as a trustee (the "Drop Trust Two Year Annuity Trust") and 9,166 shares previously reported as held directly by the Drop Trust 2012 Three Year Annuity Trust for which the Reporting Person serves as a trustee (the "Drop Trust Three Year Annuity Trust") which were re-registered and are now held directly by the Reporting Person.
- (3) Excludes 15,061 shares previously reported as held directly by the Drop Trust Two Year Annuity Trust which were re-registered and are now held directly by the Reporting Person.
- (4) The shares are held directly by the Drop Trust Two Year Annuity Trust.
- (5) Excludes 9,166 shares previously reported as held directly by the Drop Trust Three Year Annuity Trust which were re-registered and are now held directly by the Reporting Person.
- (6) The shares are held directly by the Drop Trust 2012 Three Year Annuity Trust.
- (7) Excludes 15,061 shares previously reported as held directly by the Rock Trust 2012 Two Year Annuity Trust for which the Reporting Person's spouse serves as a trustee (the "Rock Trust Two Year Annuity Trust") which were re-registered and are now held directly by the Reporting Person's spouse.
- (8) The shares are held directly by the Rock Trust Two Year Annuity Trust.
- (9) Excludes 9,166 shares previously reported as held directly by the Rock Trust 2012 Three Year Annuity Trust for which the Reporting Person's spouse serves as a trustee (the "Rock Trust Three Year Annuity Trust") which were re-registered and are now held directly by the Reporting Person's spouse.
- (10) The shares are held directly by the Rock Trust Three Year Annuity Trust.
- (11) Includes 15,061 shares previously reported as held directly by the Rock Trust Two Year Annuity Trust and 9,166 shares previously held by the Rock Trust Three Year Annuity Trust which were re-registered and are now held directly by the Reporting Person's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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