

SEQUOIA CAPITAL FRANCHISE PARTNERS LP

Form 4

July 25, 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 *
SCGF III MANAGEMENT LLC

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)
3000 SAND HILL ROAD, 4-250
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2014

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

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/23/2014		J ⁽¹⁾		776,748	D	Ⓛ	5,437,232	I	By Sequoia Capital Growth Fund III, L.P. ⁽²⁾
Common Stock	07/23/2014		J ⁽¹⁾		26,377	D	Ⓛ	184,639	I	By Sequoia Capital Growth III Principals Fund, LLC ⁽²⁾
	07/23/2014		J ⁽¹⁾		5,842	D	Ⓛ	40,894	I	

Common Stock									By Sequoia Capital Growth Partners III, LP ⁽²⁾
Common Stock	07/23/2014		J ⁽¹⁾	165,192	D	Ⓛ	1,156,342	I	By Sequoia Capital Franchise Fund, L.P. ⁽³⁾
Common Stock	07/23/2014		J ⁽¹⁾	22,527	D	Ⓛ	157,687	I	By Sequoia Capital Franchise Partners, L.P. ⁽³⁾

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

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(9-02)

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. Nu...
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCGF III MANAGEMENT LLC 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025			X	

SEQUOIA CAPITAL GROWTH FUND III 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL GROWTH III PRINCIPALS FUND 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL GROWTH PARTNERS III 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
SCFF MANAGEMENT LLC 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL FRANCHISE FUND LP 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL FRANCHISE PARTNERS LP 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025	X

Signatures

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC	07/25/2014
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the General Partner of Sequoia Capital Growth Fund III, L.P.	07/25/2014
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the Managing Member of Sequoia Capital Growth III Principals Fund LLC	07/25/2014
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the General Partner of Sequoia Capital Growth Partners III, L.P.	07/25/2014
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCFF Management, LLC	07/25/2014
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCFF Management, LLC, the General Partner of Sequoia Capital Franchise Fund, L.P.	07/25/2014
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCFF Management, LLC, the General Partner of Sequoia Capital Franchise Partners, L.P.	07/25/2014
__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) Represents a pro rata in-kind distribution of Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

SCGF III Management, LLC ("SCGF III Management") is the general partner of Sequoia Capital Growth Fund III, L.P. and Sequoia Capital Growth Partners III, L.P., and is the managing member of Sequoia Capital Growth III Principals Fund, LLC. As a result, SCGF III Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Growth Fund

- (2) III, L.P., Sequoia Capital Growth Partners III, L.P. and Sequoia Capital Growth III Principals Fund, LLC. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

SCFF Management, LLC ("SCFF Management") is the general partner of Sequoia Capital Franchise Fund, L.P. and Sequoia Capital Franchise Partners, L.P. As a result, SCFF Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Franchise Fund, L.P. and Sequoia Capital Franchise Partners, L.P. Each of the Reporting Persons disclaims

- (3) beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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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