

BARRACUDA NETWORKS INC
 Form 4
 October 17, 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

(Last) (First) (Middle)

C/O BARRACUDA NETWORKS, INC., 3175 S. WINCHESTER BLVD.

(Street)

CAMPBELL, CA 95008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BARRACUDA NETWORKS INC [CUDA]

3. Date of Earliest Transaction (Month/Day/Year)
 09/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/15/2014		A		38,750 (1)	A	\$ 0
Common Stock					551,989	D	
Common Stock					71,111	I	By Trust (2)
Common Stock					71,111	I	By Trust (3)
Common Stock					68,273	I	By Trust (4)
Common Stock					68,273	I	By Trust

Common
Stock

Common
Stock

24,227 I By Spouse

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.99	10/15/2014		A	6,250	⁽⁵⁾ 10/15/2024	Common Stock	6,250

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

10/17/2014

**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 are represented by restricted stock units pursuant to which one-fourth of the shares vest annually over four years beginning on October 15, 2015.
- (2) The shares are held directly by the Rock Trust 2012 Three Year Annuity Trust
- (3) The shares are held directly by the Drop Trust 2012 Two Year Annuity Trust
- (4) The shares are held directly by the Rock Trust 2012 Two Year Annuity Trust
- (5) 1/16th of the Shares subject to the Option shall vest quarterly beginning on January 15, 2015.

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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