BARRACUDA NETWORKS INC

11/17/2014

Stock

Common

Form 4

November 19, 2014

FORM	1 4								OMB AF	PPROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th	rae								Expires:	January 31, 2005	
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 SECURITIES Estimated average burden hours per response 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 I	Responses)										
Faugno David Symbol				Name and Ticker or Trading 5. Relationship of Issuer ACUDA NETWORKS INC					Reporting Person(s) to		
	[CUDA	Che i					ck all applicable)				
	(First) (1 ACUDA NETWO S. WINCHESTE		3. Date of (Month/D 11/17/20		ansaction			Director _X_ Officer (give below) Chief F		Owner or (specify	
	(Street)		4 If Ame	ndment, Da	te Origina	1		6. Individual or Jo	int/Group Filin	o(Check	
	· · ·			nth/Day/Year	_	1		Applicable Line) _X_ Form filed by C Form filed by M	one Reporting Pe	rson	
CAMPBEL	L, CA 95008							Person	iore than one re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) (Instr. 3) 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	11/17/2014			S <u>(1)</u>	6,104	D	35.08 (2)	525,265	D		
Common Stock	11/18/2014			F	4,271 (3)	D	\$ 36.02	520,994	D		
Common	11/17/2014			S(1)	967	D	\$ 35.08	67,556	I	By Trust	

 $S^{(1)}$

S(1)

967

35.08 67,556

67,556

I

(2)

\$

D

By Trust

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Stock	35.08 (2)			(5)
Common Stock		68,273	I	By Trust
Common Stock		68,273	I	By Trust
Common Stock		24,227	I	By Spouse

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

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ection (8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

Faugno David

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

Chief Financial Officer

CAMPBELL, CA 95008

Signatures

/s/ Diane Honda, Attorney-in-Fact for David Faugno 11/19/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on February 7, 2014 by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.78 (2) to \$35.25, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3) The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units.
- (4) The shares are held directly by the Drop Trust 2012 Three Year Annuity Trust
- (5) The shares are held directly by the Rock Trust 2012 Three Year Annuity Trust
- (6) The shares are held directly by the Drop Trust 2012 Two Year Annuity Trust
- (7) The shares are held directly by the Rock Trust 2012 Two Year Annuity Trust

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.