#### BARRACUDA NETWORKS INC

Form 4

December 22, 2014

FORM 4					OMB AF	PROVA	L
	UNITE	D STATES	S SECURITIES AND EXCHANGE ( Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0	0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations  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						
See Instruction 1(b).  (Print or Type Respon	ses)	30(h)	of the Investment Company Act of 19	40			
1. Name and Address Levow Zachary S	-	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol BARRACUDA NETWORKS INC	5. Relationship of Issuer	Reporting Pers	on(s) to	
(Last) (F	First)	(Middle)	[CUDA]  3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director	all applicable  10% itle Othe	Owner	

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

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

12/18/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

#### 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)	Code (Instr. 8)	tion	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	12/18/2014		S(1)		33,734	D	\$ 37.17 (2)	3,298,317	D		
Common Stock	12/19/2014		S(1)		22,253	D	\$ 37.1 (3)	3,276,064	D		
Common Stock	12/19/2014		G V	V	2,683	D	\$ 0	3,273,381	D		
Common Stock	12/18/2014		S <u>(1)</u>		2,933	D	\$ 37.17	298,673	I	By Trust	

### Edgar Filing: BARRACUDA NETWORKS INC - Form 4

					(2)			
Common Stock	12/19/2014	S <u>(1)</u>	1,935	D	\$ 37.1 (3)	296,738	I	By Trust
Common Stock						102,470	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. Transac Code (Instr. 8	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	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	Relationships							
	Director	10% Owner	Officer	Other				
Levow Zachary S C/O BARACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008	X							

# **Signatures**

/s/ Diane Honda Attorney-in-Fact for Zachary S. Levow 12/22/2014

\*\*Signature of Reporting Person Date

Reporting Owners 2

### Edgar Filing: BARRACUDA NETWORKS INC - Form 4

## **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 by the Reporting Person on February 7, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.95 to \$37.65, 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 within the ranges set forth in footnotes (2) and (3) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.95 to \$37.44, inclusive.
- (4) The shares are held directly by the Levow Family 2010 Irrevocable Trust, dated June 29, 2010 for which the Reporting Person serves as a trustee.

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.