Edgar Filing: BARRACUDA NETWORKS INC - Form 4

| BARRACUI Form 4 January 09, 2 | DA NETWORI 2015 | KS INC | | | | | | | | | |
|--|------------------------------------|---|--|--|-------------|--------|--|---|---|--------------------------|--|
| FORM | 14 | | | | | | | | OMB AF | PROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMMISSION | OMB Number: | 3235-0287 January 31, | |
| Check th if no long | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | | | |
| subject to Section 1 Form 4 o | .6. | EMENT O | Estimated average burden hours per response 0. | | | | | | | | |
| Form 5 obligatio may cont <i>See</i> Instru 1(b). | ns Section 1 | 7(a) of the | | tility Hol | ding Con | npany | Act of | e Act of 1934, 1935 or Sectior 0 | | | |
| (Print or Type I | Responses) | | | | | | | | | | |
| Levow Zachary S Symb | | | | | I Ticker or | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | [CUDA | | | | | (Check all applicable) | | | |
| | | | | of Earliest Transaction Day/Year) | | | | X_ Director 10% Owner Officer (give title Other (specify | | | |
| | CUDA NETW S. WINCHEST | | 01/07/2 | - | | | | below) | below) | | |
| | | | | endment, Date Original nth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| CAMPBEL | L, CA 95008 | | | | | | | Form filed by M Person | lore than One Re | porting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-I | Derivative | Securi | ties Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | r) Executio any | med n Date, if Day/Year) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V | Amount | (D) | Price \$ | (Instr. 3 and 4) | | | |
| Common Stock | 01/07/2015 | | | S <u>(1)</u> | 49,309 | D | φ 38.95 (2) | 3,224,072 | D | | |
| Common Stock | 01/08/2015 | | | S <u>(1)</u> | 42,691 | D | \$ 38.97 (3) | 3,181,381 | D | | |
| Common Stock | 01/07/2015 | | | S <u>(1)</u> | 4,288 | D | \$ 38.95 (2) | 292,450 | Ι | By Trust (4) | |

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| Common Stock | 01/08/2015 | S <u>(1)</u> | 3,712 | D | \$ 38.97 (<u>3)</u> | 288,738 | Ι | 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.

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) | 4. Transactic Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed | | ate | 7. Titl Amou Under Securi (Instr. | int of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans |
|---|---|---|--|--|---------------------|--------------------|---|--|---|--|
| | | | | of (D) (Instr. 3, | | | | | | (Instr |
| | | | | 4, and 5) | | | | | | |
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| r g a start a start a | Director | 10% Owner | Officer | Other | | | |
| Levow Zachary S C/O BARACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Diane Honda Attorney-in-Fact for Za Levow | 01/09/2015 | | | | | | |
| **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).

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(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 \$38.95 to \$38.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

- (2) to \$33.99, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, of the start of the security solution of the issuer, and security holder of the issuer, of the start of the range security holder of the issuer, and security holder of the issuer, of the start of the range security holder of the issuer, any security holder of the issuer, of the start of the range security holder of the issuer, any security holder of the issuer, of the start of the range security holder of the issuer, any security holder of the issuer, of the start of the range security holder of the issuer, any security holder of the issuer, any security holder of the issuer, of the start of the issuer, any security holder of the issuer, any security holder of the issuer, and issuer, and issuer, and issuer, any security holder of the issuer, any security holder of the issuer, and issuer,
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.95 to \$39.15, 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.