

BARRACUDA NETWORKS INC
 Form 4
 March 09, 2015

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 *
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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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/05/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Marketing Officer & EVP

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

(Street)

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

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) | 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 (A) or (D) | | |
| Common Stock | 03/05/2015 | | S ⁽¹⁾ | | 1,120 D 37.06 (2) | 5,134,993 | D |
| Common Stock | 03/06/2015 | | S ⁽¹⁾ | | 1,120 D 38.6 (3) | 5,133,873 | D |
| Common Stock | 03/09/2015 | | S ⁽¹⁾ | | 1,120 D 38.04 (4) | 5,132,753 | D |
| Common | 03/05/2015 | | S ⁽¹⁾ | | 200 D \$ | 207,244 | I By Trust |

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| | | | | | | | | | |
|--------------|------------|------------------|-----|---|--------------------|--------------|---|--|------------------|
| Stock | | | | | | 37.06 (2) | | | (5) |
| Common Stock | 03/06/2015 | S ⁽¹⁾ | 200 | D | \$ 38.6 (3) | 207,044 | I | | By Trust (5) |
| Common Stock | 03/09/2015 | S ⁽¹⁾ | 200 | D | \$ 38.04 (4) | 206,844 | I | | By Trust (5) |
| Common Stock | 03/05/2015 | S ⁽¹⁾ | 120 | D | \$ 37.06 (2) | 609,093 | I | | By Trust (6) |
| Common Stock | 03/06/2015 | S ⁽¹⁾ | 120 | D | \$ 38.6 (3) | 608,973 | I | | By Trust (6) |
| Common Stock | 03/09/2015 | S ⁽¹⁾ | 120 | D | \$ 38.04 (4) | 608,853 | I | | By Trust (6) |
| Common Stock | 03/05/2015 | S ⁽¹⁾ | 250 | D | \$ 37.06 (2) | 1,247,930 | I | | By LLC (7) |
| Common Stock | 03/06/2015 | S ⁽¹⁾ | 250 | D | \$ 38.6 (3) | 1,247,680 | I | | By LLC (7) |
| Common Stock | 03/09/2015 | S ⁽¹⁾ | 250 | D | \$ 38.04 (4) | 1,247,430 | I | | By LLC (7) |
| Common Stock | | | | | | 462,744 | I | | By Spouse |
| Common Stock | | | | | | 262,179 | I | | By Trust (8) |
| Common Stock | | | | | | 262,179 | I | | By Trust (9) |
| Common Stock | | | | | | 128,523 | I | | By Trust (10) |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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