

BARRACUDA NETWORKS INC
 Form 4
 May 05, 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 *
 Honda Diane

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)
 05/01/2015

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, General Counsel, Secretary

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	05/01/2015		M		625 A \$ 29.99	D	
Common Stock	05/01/2015		M		3,750 A \$ 19.62	D	
Common Stock	05/01/2015		S ⁽¹⁾		3,375 D \$ 41.41	D	
Common Stock	05/01/2015		S ⁽¹⁾		1,000 D \$ 41.77	D	

(3)

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 (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)	\$ 10.62	05/01/2015		M	625	<u>(4)</u> 10/15/2024	Common Stock	625
Employee Stock Option (right to buy)	\$ 19.62	05/01/2015		M	3,750	<u>(5)</u> 10/10/2023	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Honda Diane
C/O BARRACUDA NETWORKS, INC.
3175 S. WINCHESTER BLVD.
CAMPBELL, CA 95008

VP, General Counsel, Secretary

Signatures

/s/ Diane Honda 05/05/2015

**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).

(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 13, 2015.

(2) The price reported in Column 4 is a weighted average price. These shares \$40.74 to \$41.735, 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 \$41.74 to \$41.82, inclusive.

(4) 1/16 of the Shares subject to the Option vests in equal quarterly installments beginning 1/15/2015.

(5) The option vest in equal monthly installments over a four year period beginning 11/10/2013.

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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