

SEQUOIA CAPITAL FRANCHISE PARTNERS LP  
 Form 4  
 May 18, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 SCGF III MANAGEMENT LLC

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)  
 2800 SAND HILL ROAD, SUITE 101  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2015

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

MENLO PARK, CA 94025

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_X\_ Form filed by More than One Reporting Person

**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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/15/2015		J <sup>(1)</sup>	1,553,495	D	Ⓛ	3,883,737	I	By Sequoia Capital Growth Fund III, L.P. <sup>(2)</sup>
Common Stock	05/15/2015		J <sup>(1)</sup>	52,754	D	Ⓛ	131,885	I	By Sequoia Capital Growth III Principals

Common Stock	05/15/2015	J <sup>(1)</sup>	11,684	D	Ⓛ	29,210	I		Fund, LLC <sup>(2)</sup> By Sequoia Capital Growth Partners III, LP <sup>(2)</sup>
Common Stock	05/15/2015	J <sup>(1)</sup>	330,384	D	Ⓛ	825,958	I		By Sequoia Capital Franchise Fund, L.P <sup>(3)</sup>
Common Stock	05/15/2015	J <sup>(1)</sup>	45,054	D	Ⓛ	112,633	I		By Sequoia Capital Franchise Partners, L.P. <sup>(3)</sup>

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

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SEC 1474  
(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 Acquired (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. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

SCGF III MANAGEMENT LLC 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL GROWTH FUND III 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL GROWTH III PRINCIPALS FUND 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL GROWTH PARTNERS III 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
SCFF MANAGEMENT LLC 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL FRANCHISE FUND LP 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X
SEQUOIA CAPITAL FRANCHISE PARTNERS LP 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X

## Signatures

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC	05/18/2015
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the General Partner of Sequoia Capital Growth Fund III, L.P.	05/18/2015
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the Managing Member of Sequoia Capital Growth III Principals Fund LLC	05/18/2015
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCGF III Management, LLC, the General Partner of Sequoia Capital Growth Partners III, L.P.	05/18/2015
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCFF Management, LLC	05/18/2015
__Signature of Reporting Person	Date
By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCFF Management, LLC, the General Partner of Sequoia Capital Franchise Fund, L.P.	05/18/2015
__Signature of Reporting Person	Date

By: /s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SCFF Management, LLC, the General Partner of Sequoia Capital Franchise Partners, L.P.

05/18/2015

\_\_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) Represents a pro rata in-kind distribution of Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.  

SCGF III Management, LLC ("SCGF III Management") is the general partner of Sequoia Capital Growth Fund III, L.P. and Sequoia Capital Growth Partners III, L.P., and is the managing member of Sequoia Capital Growth III Principals Fund, LLC. As a result, SCGF III Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Growth Fund III, L.P., Sequoia Capital Growth Partners III, L.P. and Sequoia Capital Growth III Principals Fund, LLC. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (2) SCGF III Management, LLC ("SCGF III Management") is the general partner of Sequoia Capital Growth Fund III, L.P. and Sequoia Capital Growth Partners III, L.P., and is the managing member of Sequoia Capital Growth III Principals Fund, LLC. As a result, SCGF III Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Growth Fund III, L.P., Sequoia Capital Growth Partners III, L.P. and Sequoia Capital Growth III Principals Fund, LLC. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) SCFF Management, LLC ("SCFF Management") is the general partner of Sequoia Capital Franchise Fund, L.P. and Sequoia Capital Franchise Partners, L.P. As a result, SCFF Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Franchise Fund, L.P. and Sequoia Capital Franchise Partners, L.P. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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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