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BARRACUDA NETWORKS INC

Form 4 June 22, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Levow Zachary S

Symbol

(Check all applicable)

BARRACUDA NETWORKS INC [CUDA]

06/18/2015

(Last) (First) (Middle)

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

_X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

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

(Street)

BLVD.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed (Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

CAMPBELL, CA 95008

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)					of (D)	5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/18/2015		Code V S(1)	Amount 27,707	or (D)	Price \$ 40.95	(Instr. 3 and 4) 2,360,629	D		
Common Stock	06/18/2015		S <u>(1)</u>	2,409	D	\$ 40.95 (2)	210,316	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.

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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)	Securities Acquired			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	unt of rlying rities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
					(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		Repo Trans (Instr
				Code V	(A) (D)				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

06/22/2015

Date

**Signature of Reporting Person

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 12, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.95 (2) to \$42.99, 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.
- (3) 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.

Reporting Owners 2

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