#### BARRACUDA NETWORKS INC

Form 4

August 18, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Drako Dean M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

BARRACUDA NETWORKS INC [CUDA]

(Check all applicable)

(Last) (First) (Middle)

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

Director Officer (give title

X\_\_ 10% Owner \_ Other (specify

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

(Street)

(City)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

08/16/2016

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CAMPBELL, CA 95008

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 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 Beneficial Ownership (Instr. 4)
Common Stock	08/16/2016		Code V S	Amount 100	(D)	Price \$ 22 (1)	2,049,849	I	By Trust
Common Stock	08/16/2016		S	100	D	\$ 22 (1)	2,617,011	I	By Trust
Common Stock	08/16/2016		S	100	D	\$ 22 (1)	2,156,433	I	By Trust
Common Stock	08/17/2016		S	100	D	\$ 22.01 (5)	2,049,749	I	By Trust

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Common Stock	08/17/2016	S	100	D	\$ 22.01 (5)	2,616,911	I	By Trust
Common Stock	08/17/2016	S	100	D	\$ 22.01 (5)	2,156,333	I	By Trust
Common Stock	08/18/2016	S	1,056	D	\$ 22.01 <u>(6)</u>	2,048,693	I	By Trust
Common Stock	08/18/2016	S	1,056	D	\$ 22.01 <u>(6)</u>	2,615,855	I	By Trust
Common Stock	08/18/2016	S	1,056	D	\$ 22.01 <u>(6)</u>	2,155,277	I	By Trust
Common Stock						240,000	I	By Trust
Common Stock						116,667	I	By Trust

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction	5. orNumber of	6. Date Exerc Expiration Da (Month/Day/	ate	7. Titl Amou Under	nt of	8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	9	,	Securi	, ,	(Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(e.g., puts, calls, warrants, options, convertible securities)

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Drako Dean M C/O BARRACUDA NETWORKS, INC. 3175 S. WINCHESTER BLVD. CAMPBELL, CA 95008



## **Signatures**

/s/ Diane Honda Attorney-in-Fact for Dean M. Drako

08/18/2016

\*\*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).
  - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.01 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 footnotes (1) (5) and (6).
- (2) The shares are held directly by the Dean M. Drako Living Trust for which the Reporting Person serves as a trustee.
- (3) The shares are held directly by the Drako Trust F for which the Reporting Person serves as a trustee.
- (4) The shares are held directly by the DD Investment Management Trust A for which the Reporting Person serves as trustee.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.02, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.05, inclusive.
- (7) The shares are held directly by the DD Investment Trust B for which the Reporting Person serves as a trustee.
- (8) The shares are held directly by the DD Investment Trust A 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.

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