

BARRACUDA NETWORKS INC  
 Form 4  
 October 14, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 Drako Dean M

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/12/2016

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

(Street)  
 CAMPBELL, CA 95008

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

(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)			
				(A) or (D)	Price					
Common Stock	09/26/2016		G	V	5,000	D	\$ 0	2,562,111	I	By Trust (1)
Common Stock	10/12/2016		S		15,458	D	\$ 26.4 (2)	1,184,491 (3)	I	By Trust (4)
Common Stock	10/12/2016		S		15,458	D	\$ 26.4 (2)	1,746,653 (5)	I	By Trust (1)
Common	10/12/2016		S		15,458	D	\$	2,091,075	I	By Trust

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Stock					26.4				(6)
					(2)				
Common Stock	10/13/2016		S	667	D	\$ 26.4	1,183,824	I	By Trust (4)
Common Stock	10/13/2016		S	667	D	\$ 26.4	1,745,986	I	By Trust (1)
Common Stock	10/13/2016		S	666	D	\$ 26.4	2,090,409	I	By Trust (6)
Common Stock	10/14/2016		S	3,508	D	\$ 26.4	1,180,316	I	By Trust (4)
Common Stock	10/14/2016		S	3,508	D	\$ 26.4	1,742,478	I	By Trust (1)
Common Stock	10/14/2016		S	3,509	D	\$ 26.4	2,086,900	I	By Trust (6)
Common Stock							240,000	I	By Trust (7)
Common Stock							116,667	I	By Trust (8)
Common Stock							1,600,000	I	By Trust (10)
							(9)		

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 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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## 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		X		

## Signatures

/s/ Diane Honda Attorney-in-Fact for Dean M. Drako	10/14/2016
**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).
- (1) The shares are held directly by the Drako Trust F for which the Reporting Person serves as a trustee.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
  - (2) \$26.40 to \$26.42 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.  
Excludes 800,000 shares previously reported as held directly by the Drako Living Trust for which the Reporting Person serves as the trustee.
  - (3) The shares have been re-registered and are now held by the DD Investment Management Trust B for which the Reporting Person serves as the trustee.
  - (4) The shares are held directly by the Dean M. Drako Living Trust for which the Reporting Person serves as a trustee.  
Excludes 800,000 shares previously reported as held directly by the Drako Trust F for which the Reporting Person serves as the trustee.
  - (5) The shares have been re-registered and are now held by the DD Investment Management Trust B for which the Reporting Person serves as the trustee.
  - (6) The shares are held directly by the DD Investment Management Trust A for which the Reporting Person serves as trustee.
  - (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.
  - (9) Includes 800,000 shares previously reported as held directly by the Drako Living Trust, and 800,000 shares previously reported as held directly by the Drako Trust F for which the Reporting Person serves as a trustee.
  - (10) The shares are held directly by the DD Investment Management Trust B for which the Reporting Person serves as 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.