BARRACUDA NETWORKS INC

Form 4

December 28, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

Estimated average burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

Issuer

5. Relationship of Reporting Person(s) to

BARRACUDA NETWORKS INC

[CUDA]

12/23/2016

(Check all applicable)

(Last)

(First)

(Middle)

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

Director Officer (give title below)

_X__ 10% Owner __ Other (specify

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)

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	erivative (Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y 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. Securit on(A) or Dia (Instr. 3, 4)	sposed	of (D)	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	12/23/2016		S	10,000	D	\$ 22.13 (1)	950,709	I	By Trust
Common Stock	12/23/2016		S	10,000	D	\$ 22.13	1,512,871	I	By Trust
Common Stock	12/23/2016		S	10,000	D	\$ 22.13	1,857,293	I	By Trust

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Common Stock	12/23/2016	S	10,000	D	\$ 22.13 (1)	1,505,000	I	By Trust (5)
Common Stock	12/27/2016	S	10,000	D	\$ 22.38 <u>(6)</u>	940,709	I	By Trust
Common Stock	12/27/2016	S	10,000	D	\$ 22.38 <u>(6)</u>	1,502,871	I	By Trust
Common Stock	12/27/2016	S	10,000	D	\$ 22.38 <u>(6)</u>	1,847,293	I	By Trust
Common Stock	12/27/2016	S	10,000	D	\$ 22.38 <u>(6)</u>	1,495,000	I	By Trust (5)
Common Stock	12/28/2016	S	10,000	D	\$ 21.73 (7)	930,709	I	By Trust
Common Stock	12/28/2016	S	10,000	D	\$ 21.73 (7)	1,492,871	I	By Trust
Common Stock	12/28/2016	S	10,000	D	\$ 21.73 (7)	1,837,293	I	By Trust
Common Stock	12/28/2016	S	10,000	D	\$ 21.73 (7)	1,485,000	I	By Trust

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

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Date Expiration Or Number Of Shares

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

12/28/2016

**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 \$21.88 to \$22.28, 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), (6) and (7).
- (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 shares are held directly by the DD Investment Management Trust B for which the Reporting Person serves as trustee.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.21 to \$22.56, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.58 to \$22.47, inclusive.

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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