

BARRACUDA NETWORKS INC
 Form 4
 October 21, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Golob David R

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/19/2016

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

C/O FRANCISCO PARTNERS
 MANAGEMENT, L.P., ONE
 LETTERMAN DRIVE, BUILDING
 C- STE 410

(Street)

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

SAN FRANCISCO, CA 94129

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/19/2016		J	1,999,147	D (1) \$ 0 4,154,465 (3)	I	See footnotes (3) (4) (5)
Common Stock	10/19/2016		J	83,209	A (2) \$ 0 4,237,674 (3)	I	See footnotes (3) (4) (5)

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 (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Golob David R C/O FRANCISCO PARTNERS MANAGEMENT, L.P. ONE LETTERMAN DRIVE, BUILDING C- STE 410 SAN FRANCISCO, CA 94129	X	X		

Signatures

By: /s/ David R. 10/21/2016
Golob

**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) On October 19, 2016, each of Francisco Partners, L.P. ("LP I"), Francisco Partners Fund A, L.P. ("FPFA"), Francisco Partners Fund III, L.P. ("FP III") and Francisco Partners Parallel Fund III, L.P. ("FPPF III") made pro rata distributions of common stock of Barracuda Networks, Inc., par value \$0.001 per share ("Common Stock"), without any additional consideration, to their respective limited and general partners.

(2) In connection with the transactions described in footnote 1 herein, (i) FPFA's pro rata distribution of Common Stock included the disposition of Common Stock to Francisco Partners GP, LLC ("FP GP LLC"), and (ii) FP III's pro rata distribution of Common Stock included the disposition of Common Stock to Francisco Partners GP III, L.P. ("FP GP III LP").

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- (3) These securities include Common Stock directly held and beneficially owned by Francisco Partners (as defined herein) as well as the 4,753 shares of Common Stock either directly held or beneficially owned, through one or more family trusts, by Mr. Golob.
- The general partner of each of FP I and FPFA is FP GP LLC. The general partner of each of FP III and FPPF III is FP GP III LP. The general partner of FP GP III LP is Francisco Partners GP III Management, LLC ("FP GP III Mgmt", and collectively with FP I, FPFA, FP III, FPPF III, FP GP LLC and FP GP III LP, "Francisco Partners").
- Mr. Golob, an officer of an affiliate of Francisco Partners, is a member of the board of directors of the Issuer. Each of FP I, FPFA, FP III, FPPF III, FP GP LLC, FP GP III LP and FP GP III Mgmt are affiliates of Francisco Partners and have each filed separate Form 4s reporting transactions in Common Stock that each may be deemed to beneficially own. Mr. Golob disclaims beneficial ownership of any Common Stock of the Issuer that may be deemed to be beneficially owned by affiliates of Francisco Partners, including each of FP I, FPFA, FP III, FPPF III, FP GP LLC, FP GP III LP and FP GP III Mgmt, except to the extent of his pecuniary interest therein.
- (5)

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by Francisco Partners.

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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