

BlueMountain Capital Management, LLC

Form 3

February 12, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *BlueMountain Capital
Management, LLC

(Last) (First) (Middle)

280 PARK AVENUE, 12TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/31/20183. Issuer Name and Ticker or Trading Symbol
BARRACUDA NETWORKS INC [CUDA]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock (1) (2) (3) (4) (5) (6)

5,445,455

I

Footnotes (1) (2) (3) (4) (5)

Common Stock (1) (2) (3) (4) (5) (6)

4,992,900

I

Footnotes (1) (2) (3) (4) (5)

Common Stock (1) (2) (3) (4) (5) (6)

3,055,441

I

Footnotes (1) (2) (3) (4) (5)

Common Stock (1) (2) (3) (4) (5) (6)

3,055,441

I

Footnotes (1) (2) (3) (4) (5)

Common Stock (1) (2) (3) (4) (5) (6)

3,055,441

D

A

Common Stock (1) (2) (3) (4) (5) (6)

264,045

I

Footnotes (1) (2) (3) (4) (5)

Common Stock (1) (2) (3) (4) (5) (6)

264,045

D

A

Common Stock (1) (2) (3) (4) (5) (6)

177,023

I

Footnotes (1) (2) (3) (4) (5)

Common Stock (1) (2) (3) (4) (5) (6)

177,023

D

A

Common Stock (1) (2) (3) (4) (5) (6)

302,664

I

Footnotes (1) (2) (3) (4) (5)

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Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	302,664	D	Â
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	452,555	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	452,555	D	Â
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	184,767	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	184,767	D	Â
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	692,032	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	692,032	D	Â
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	316,928	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	316,928	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BlueMountain Capital Management, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
BlueMountain GP Holdings, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
BLUE MOUNTAIN CREDIT GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Blue Mountain CA Master Fund GP, Ltd. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

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Blue Mountain Credit Alternatives Master Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
BLUEMOUNTAIN FOINAVEN GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
BLUEMOUNTAIN FOINAVEN MASTER FUND L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
BlueMountain Long/Short Credit GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
BlueMountain Guadalupe Peak Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	^	^ X	^	^

Signatures

BlueMountain Capital Management, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	02/12/2018
**Signature of Reporting Person	Date
BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	02/12/2018
**Signature of Reporting Person	Date
Blue Mountain Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	02/12/2018
**Signature of Reporting Person	Date
Blue Mountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director	02/12/2018
**Signature of Reporting Person	Date
Blue Mountain Credit Alternatives Master Fund L.P., By: Blue Mountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director	02/12/2018
**Signature of Reporting Person	Date
BlueMountain Foinaven GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	02/12/2018
**Signature of Reporting Person	Date
BlueMountain Foinaven Master Fund L.P., By: BlueMountain Foinaven GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	02/12/2018
**Signature of Reporting Person	Date
BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	02/12/2018
**Signature of Reporting Person	Date
BlueMountain Guadalupe Peak Fund L.P., By: BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	02/12/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 filing of this Form 3 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), BlueMountain GP Holdings, LLC ("GP Holdings"), the General Partners (as defined in Footnote 5), Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") or BlueMountain Monteners GP S.a r.l. ("BMM GP") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any of the shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Barracuda Networks, Inc. (the "Issuer"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of BMCM, GP Holdings, the General Partners, BMCA GP and BMM GP disclaims such beneficial ownership, except to the extent of its respective pecuniary interest.

(1) BMCM is the investment manager of each of: (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), which is the direct beneficial owner of 3,055,441 shares of Common Stock; (ii) BlueMountain Foinaven Master Fund L.P. ("BMFV"), which is the direct beneficial owner of 264,045 shares of Common Stock; (iii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the direct beneficial owner of 177,023 shares of Common Stock; (iv) BlueMountain Logan Opportunities Master Fund L.P. ("BMLO"), which is the direct beneficial owner of 302,664 shares of Common Stock; (v) BlueMountain Monteners Master Fund SCA SICAV-SIF ("BMM"), which is the direct beneficial owner of 452,555 shares of Common Stock; (vi) BlueMountain Kicking Horse Fund L.P. ("BMKH"), which is the direct beneficial owner of 184,767 shares of Common Stock; (vii) BlueMountain Summit Trading L.P. ("BMST"), which is the direct beneficial owner of 692,032 shares of Common Stock; and

(3) (vii) BlueMountain Fursan Fund L.P. ("FRSN" and, together with BMCA, BMFV, BMGP, BMLO, BMKH and BMST, the "Partnerships"), which is the direct beneficial owner of 316,928 shares of Common Stock. BMCM, although it directs the voting and disposition of the Common Stock held by the Partnerships and BMM (collectively, the "Funds"), only receives an asset-based fee relating to the Common Stock held by the Funds.

(4) (i) BMCA GP is the general partner of BMCA and has an indirect profits interest in the Common Stock beneficially owned by it; (ii) Blue Mountain Credit GP, LLC ("BMC GP") is the sole owner of BMCA GP and has an indirect profits interest in the Common Stock beneficially owned by BMCA; (iii) BlueMountain Foinaven GP, LLC ("BMFV GP") is the general partner of BMFV and has an indirect profits interest in the Common Stock beneficially owned by it; (iv) BlueMountain Long/Short Credit GP, LLC ("BMGP GP") is the general partner of BMGP and has an indirect profits interest in the Common Stock beneficially owned by it; (v) BlueMountain Logan Opportunities GP, LLC ("BMLO GP") is the general partner of BMLO and has an indirect profits interest in the Common Stock beneficially owned by it; (vi) BMM GP is the general partner of BMM and has an indirect profits interest in the Common Stock beneficially owned by it;

(5) (vii) BlueMountain Kicking Horse Fund GP, LLC ("BMKH GP") is the general partner of BMKH and has an indirect profits interest in the Common Stock beneficially owned by it; (viii) BlueMountain Summit Opportunities GP II, LLC ("BMST GP") is the general partner of BMST and has an indirect profits interest in the Common Stock beneficially owned by it; and (ix) BlueMountain Fursan GP, LLC ("FRSN GP" and, together with BMC GP, BMFV GP, BMGP GP, BMLO GP, BMKH GP and BMST GP, the "General Partners") is the general partner of FRSN and has an indirect profits interest in the Common Stock beneficially owned by it. GP Holdings is the sole owner of each of the General Partners and thus has an indirect profits interest in the Common Stock beneficially owned by the Partnerships. BMCM is the sole owner of BMM GP and thus has an indirect profits interest in the Common Stock beneficially owned by BMM.

(6) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 3 for certain additional Reporting Persons is being filed separately and simultaneously with this Form 3 due to the limitation of ten Reporting Persons per filing.

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.