

BARRACUDA NETWORKS INC
 Form 4
 December 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
 STITT GORDON

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)
 11/30/2014

Director 10% Owner
 Officer (give title below) 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)
Common Stock	11/30/2014		A	(A) or (D) 21 ⁽¹⁾ <u>(2)</u>	\$ 0 51,450 ⁽³⁾	D	
Common Stock					2,500 ⁽⁴⁾	I	Trust ⁽⁵⁾

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

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 (9-02)

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 35.93	11/30/2014		A	145	11/30/2014 ⁽²⁾ 11/30/2024	Common Stock	145

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STITT GORDON
C/O BARRACUDA NETWORKS, INC.
3175 S. WINCHESTER BLVD.
CAMPBELL, CA 95008

X

Signatures

/s/ Diane Honda, Attorney-in-Fact for Gordon L. Stitt

12/03/2014

__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 reported securities are represented by restricted stock units.

(2) The reported securities were fully vested on the date of grant.

(3) Includes 47,500 shares previously reported as held directly by the Gordon L. Stitt & Valori S. Stitt Revocable Intervivos Trust U/A dtd 11/16/96 for which the Reporting Person serves as trustee (the "Trust") and are now held directly by the Reporting Person.

(4) Excludes 47,500 shares previously reported as held directly by the Trust and are now held directly by the Reporting Person.

(5) The shares are held directly by the Trust.

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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