

VARONIS SYSTEMS INC  
Form DEFA14A  
March 22, 2019

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**VARONIS SYSTEMS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

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Payment of Filing Fee (Check the appropriate box)

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

Proposed maximum aggregate value of transaction:

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Form, Schedule or Registration Statement No.:

Filing Party:

Date Filed:



\*\*\* Exercise Your *Right to Vote* \*\*\*

**Important Notice Regarding the Availability of Proxy Materials for the**

**Stockholder Meeting to Be Held on May 2, 2019.**

|                       |                                                                                        |                    |
|-----------------------|----------------------------------------------------------------------------------------|--------------------|
| VARONIS SYSTEMS, INC. | Meeting Information                                                                    |                    |
|                       | Meeting                                                                                | Annual Meeting     |
|                       | Type:                                                                                  |                    |
|                       | For                                                                                    |                    |
|                       | holders as                                                                             | March 4, 2019      |
|                       | of:                                                                                    |                    |
|                       | Date:                                                                                  |                    |
|                       | May 2, 2019                                                                            | Time: 10:00 AM EDT |
| Location:             | Skadden, Arps, Slate,<br>Meagher & Flom LLP<br>Four Times Square<br>New York, NY 10036 |                    |

You are receiving this communication because you hold shares in the company named above.

VARONIS  
SYSTEMS, INC.  
1250 BROADWAY,  
29TH FLOOR  
NEW YORK, NY  
10001

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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**— Before You Vote —**

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:  
NOTICE AND PROXY STATEMENT Form 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 18, 2019 to facilitate timely delivery.

**— How To Vote —**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## **Voting Items**

### **The Board of Directors recommends you vote FOR the following:**

To elect the three  
nominees for director  
named below to the

1. Board of Directors to  
hold office until the 2022  
Annual Meeting of  
Stockholders.

#### **Nominees:**

- 01) Kevin Comolli
- 02) John J. Gavin, Jr.
- 03) Fred Van Den Bosch

### **The Board of Directors recommends you vote FOR the following proposals:**

Advisory vote to approve  
the Company's executive

2. compensation, as  
disclosed in the proxy  
statement.

To ratify the  
appointment by the  
Audit Committee of the  
Board of Directors of  
Kost Forer Gabbay &  
Kasierer, a member of

3. Ernst & Young Global  
Limited, as the  
independent registered  
public accounting firm of  
the Company for the  
fiscal year ending  
December 31, 2019.

**NOTE:** To conduct such  
other business as may  
properly be brought before  
the meeting or any  
adjournment thereof.

