

BARRACUDA NETWORKS INC  
Form 8-K  
July 30, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**July 29, 2015**

**BARRACUDA NETWORKS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36162**  
**(Commission**  
  
**File Number)**

**83-0380411**  
**(IRS Employer**  
**Identification No.)**

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**3175 S. Winchester Blvd.**

**Campbell, California 95008**

**(Address of principal executive offices, including zip code)**

**(408) 342-5400**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On July 29, 2015, Barracuda Networks, Inc. ( Barracuda ) held its 2015 annual meeting of stockholders (the Annual Meeting ). The matters voted upon at the Annual Meeting, as disclosed in the proxy statement relating to the Annual Meeting, and the results of such voting are set forth below.

*Proposal One Election of Directors.* The following nominees were elected as Class II directors to serve until the 2018 annual meeting of stockholders or until their respective successors are duly elected and qualified.

<b>Nominee</b>	<b>Votes For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
James J. Goetz	38,787,341	8,031,635	4,670,278
Michael D. Perone	38,699,902	8,119,074	4,670,278
Gordon L. Stitt	38,892,790	7,926,186	4,670,278

*Proposal Two Ratification of the Appointment of Independent Registered Public Accounting Firm.* The appointment of Ernst & Young LLP as Barracuda s independent registered public accounting firm for its fiscal year ending February 29, 2016 was ratified.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
51,374,731	81,968	32,554

*Proposal Three Approval of the Barracuda Networks, Inc. 2015 Employee Stock Purchase Plan.* The Barracuda Networks, Inc. 2015 Employee Stock Purchase Plan was approved.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
46,699,202	109,904	9,870	4,670,278

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BARRACUDA NETWORKS, INC.**

By: /s/ Diane C. Honda  
Diane C. Honda  
Vice President, General Counsel &  
Secretary

Date: July 30, 2015