

BARRACUDA NETWORKS INC
Form 8-K
October 14, 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)

October 12, 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 2.01. Completion of Acquisition or Disposition of Assets.

On October 12, 2015, Barracuda Networks, Inc., a Delaware corporation (Barracuda), completed its previously announced acquisition of Intronis, Inc., a Delaware corporation (Intronis), pursuant to that certain Agreement and Plan of Merger (the Merger Agreement), dated as of September 23, 2015, by and among Intronis, Barracuda, Igloo Merger Corp., a Delaware corporation and a wholly-owned subsidiary of Barracuda (the Merger Sub), and OpenView General Partner, L.P., as stockholder representative.

Pursuant to the Merger Agreement, the Merger Sub merged with and into Intronis, with Intronis continuing as the surviving corporation and a wholly-owned subsidiary of Barracuda (the Merger). The aggregate consideration payable in exchange for all of the outstanding equity interests of Intronis was approximately \$65 million of cash, subject to certain adjustments set forth in the Merger Agreement (the Purchase Price). \$7.0 million of the Purchase Price is being held in escrow as partial security for the indemnification obligations of the equityholders of Intronis.

The foregoing description of the acquisition and the Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The financial statements required by Item 9.01(a) will be filed by amendment no later than 71 calendar days after the date this Current Report on Form 8-K must be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by Item 9.01(b) will be filed by amendment no later than 71 calendar days after the date this Current Report on Form 8-K must be filed.

(d) Exhibits.

Exhibit

No.	Description
2.1	Agreement and Plan of Merger by and among Intronis, Inc., Barracuda Networks, Inc., Igloo Merger Corp. and OpenView General Partner, L.P. as stockholder representative, dated as of September 23, 2015.*

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished supplementally to the Securities and Exchange Commission upon request; provided, however that Barracuda Networks, Inc. may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedules or exhibits so furnished.

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: October 14, 2015

EXHIBIT INDEX

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