

BARRACUDA NETWORKS INC  
Form SC 13G/A  
February 12, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES  
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

**(Amendment No. 2)**

**BARRACUDA NETWORKS, INC.**

**(Name of Issuer)**

**COMMON STOCK**

**(Title of Class of Securities)**

**068323104**

**(CUSIP Number)**

**12/31/15**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

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1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL FRANCHISE FUND, L.P. ( SCFF )

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

94-3324307

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 825,958

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

825,958

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

825,958

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.6%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL FRANCHISE PARTNERS, L.P. ( SCFP )

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

94-3330616

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 112,633

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

112,633

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

112,633

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SCFF MANAGEMENT, LLC ( SCFF LLC )

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

94-3324306

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF 0  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

938,591 shares of which 825,958 shares are directly held by SCFF and 112,633 shares are directly held by SCFP. SCFF LLC is the General Partner of SCFF and SCFP.

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
WITH

8 SHARED VOTING POWER

938,591 shares of which 825,958 shares are directly held by SCFF and 112,633 shares are directly held by SCFP. SCFF LLC is the General Partner of SCFF and SCFP.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

938,591

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12 TYPE OF REPORTING PERSON

OO



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1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL GROWTH FUND III, L.P. ( SCGF III )

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-2812490

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,883,737

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

3,883,737

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,883,737

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

*7.3%*

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL GROWTH PARTNERS III, L.P. ( SCGP III )

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-3735244

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 29,210

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

29,210

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,210

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL GROWTH III PRINCIPALS FUND LLC ( SCG III PF )

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-3737763

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 131,885

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

131,885

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

131,885

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

SCGF III MANAGEMENT, LLC ( SCGF III LLC )

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-2812373

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF 0  
6 SHARED VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH 4,044,832 shares of which 3,883,737 shares are directly held by SCGF III, 29,210 shares are directly held by SCGP III and 131,885 shares are directly held by SCG III PF. SCGF III LLC is the General Partner of SCGF III and SCGP III, and the Managing Member of SCG III PF.

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

4,044,832 shares of which 3,883,737 shares are directly held by SCGF III, 29,210 shares are directly held by SCGP III and 131,885 shares are directly held by SCG III PF. SCGF III LLC is the General Partner of SCGF III and SCGP III, and the Managing Member of SCG III PF.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,044,832

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.6%

12 TYPE OF REPORTING PERSON

OO



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ITEM 1.

(a) Name of Issuer: Barracuda Networks, Inc.

(b) Address of Issuer's Principal Executive Offices:  
3175 S. Winchester Blvd.

Campbell, CA 95008

ITEM 2.

(a) Name of Persons Filing:  
Sequoia Capital Franchise Fund, L.P.

Sequoia Capital Franchise Partners, L.P.

SCFF Management, LLC

Sequoia Capital Growth Fund III, L.P.

Sequoia Capital Growth Partners III, L.P.

Sequoia Capital Growth III Principals Fund LLC

SCGF III Management, LLC

SCFF LLC is the General Partner of SCFF and SCFP. SCGF III LLC is the General Partner of each of SCGF III and SCGP III, and the Managing Member of SCG III PF.

(b) Address of Principal Business Office or, if none, Residence:  
2800 Sand Hill Road, Suite 101

Menlo Park, CA 94025

Citizenship:

SCFF LLC, SCFF, SCFP, SCGF III LLC, SCGF III, SCGP III, SCG III PF: Delaware

(c) Title of Class of Securities: Common Stock

(d) CUSIP Number: 068323104

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:  
NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON  
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON  
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP  
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP  
NOT APPLICABLE

ITEM 10. CERTIFICATION  
NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2016

Sequoia Capital Franchise Fund, L.P.

Sequoia Capital Franchise Partners, L.P.

By: SCFF Management, LLC  
General Partner of each

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

SCFF Management, LLC

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

Sequoia Capital Growth Fund III, L.P.  
Sequoia Capital Growth Partners III, L.P.

By: SCGF III Management, LLC,  
General Partner of each

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

Sequoia Capital Growth III Principals Fund  
LLC

By: SCGF III Management, LLC,  
its Managing Member

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

SCGF III Management, LLC

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

**Exhibit 1**

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the common stock of Barracuda Networks, Inc., and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 12, 2016

Sequoia Capital Franchise Fund, L.P.

Sequoia Capital Franchise Partners, L.P.

By: SCFF Management, LLC  
General Partner of each

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

SCFF Management, LLC

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

Sequoia Capital Growth Fund III, L.P.  
Sequoia Capital Growth Partners III, L.P.

By: SCGF III Management, LLC,  
General Partner of each

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

Sequoia Capital Growth III Principals Fund  
LLC

By: SCGF III Management, LLC,  
its Managing Member

By: /s/ Douglas Leone  
Douglas Leone, Managing Member

SCGF III Management, LLC

By: /s/ Douglas Leone  
Douglas Leone, Managing Member