

BARRACUDA NETWORKS INC  
Form 8-K  
August 11, 2017

**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)**  
**August 10, 2017**

**BARRACUDA NETWORKS, INC.**  
**(Exact name of registrant as specified in its charter)**

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

**001-36162**  
**(Commission)**

**83-0380411**

**of incorporation)**

**File Number)**

**(IRS Employer  
Identification No.)**

**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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On August 10, 2017, Barracuda Networks, Inc. ( Barracuda ) held its 2017 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 I directors to serve until the 2020 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>
William D. BJ Jenkins, Jr.	31,661,235	630,027	8,745,939
Chet Kapoor	31,928,386	362,876	8,745,939

*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 28, 2018 was ratified.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
40,808,632	207,828	20,741

**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: August 11, 2017