

BARRACUDA NETWORKS INC
 Form 4
 May 12, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Francisco Partners GP, LLC

2. Issuer Name and Ticker or Trading Symbol
 BARRACUDA NETWORKS INC
 [CUDA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE LETTERMAN
 DRIVE, BUILDING C, SUITE 410
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/08/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

SAN FRANCISCO, CA 94129

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	05/08/2015		J ⁽¹⁾	580,632	D	\$ 0	3,570,230	I	See footnote (1)
Common Stock	05/08/2015		J ⁽²⁾	2,859	D	\$ 0	17,580	I	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Francisco Partners GP, LLC ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X		
Francisco Partners, LP ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X		
Francisco Partners Fund A, L.P. ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X		
Francisco Partners Management, LP ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X		
FP Annual Fund Investors, LLC ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X		

Signatures

/s/ David R. Golob, a Manager of Francisco Partners GP, LLC	05/11/2015
__Signature of Reporting Person	Date
/s/ David R. Golob, a Manager of Francisco Partners GP, LLC, the General Partner of Francisco Partners, L.P.	05/11/2015
__Signature of Reporting Person	Date
/s/ David R. Golob, a Manager of Francisco Partners GP, LLC, the General Partner of Francisco Partners Fund A, L.P.	05/11/2015
__Signature of Reporting Person	Date
/s/ David R. Golob, a Partner of Francisco Partners Management, LP	05/11/2015
__Signature of Reporting Person	Date
/s/ David R. Golob, a Partner of Francisco Partners Management, LP, the Manager of FP Annual Fund Investors, LLC	05/11/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On May 8, 2015, Francisco Partners, L.P. ("FP I") made a pro rata distribution of stock, without any additional consideration, to the limited and general partners of FP I. The shares are held directly by FP I. The Reporting Person is one of the managers of Francisco Partners GP, LLC ("FP GP LLC"), the general partner of FP I, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FP I except to the extent of any pecuniary interest therein.
- (2) On May 8, 2015, Francisco Partners Fund A, L.P. ("FPFA") made a pro rata distribution of stock, without any additional consideration, to the limited and general partners of FPFA. The shares are held directly by FPFA. The Reporting Person is one of the managers of FP GP LLC, the general partner of FPFA, and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of the securities held by FPFA except to the extent of any pecuniary interest therein.

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by Francisco Partners

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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