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VARONIS Form 4	SYSTEMS INC										
August 23, 2 FORN	14 UNITED	STATES		RITIES A			ANGE CO	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no lon subject to Section Form 4 of Form 5 obligation may com <i>See</i> Instri 1(b).	section 17(rsuant to S (a) of the 1	Section Public U	SECU 16(a) of th Jtility Hol	RITIES he Securi lding Cor	ties E npan	Exchange	ERSHIP OF Act of 1934, 935 or Section	Expires: Estimated a burden hour response		
(Print or Type	Responses)										
			Symbol	er Name an NIS SYS			I	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. D (Mc			(Month/	3. Date of Earliest Transaction Month/Day/Year)				(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Technology Officer			
NEW YOR	(Street) K, NY 10001			endment, D onth/Day/Yea	-	ıl	- - -	5. Individual or Joi Applicable Line) X_ Form filed by Or Form filed by Mo Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu		red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed 3. 4. Securities Ad Date, if Transactionor Disposed of Code (Instr. 3, 4 and ay/Year) (Instr. 8)			ed of (and f (A)	of (D) Securities ad 5) Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.001 per share	08/19/2016			Code V S <u>(1)</u>	Amount 20,197	or (D) D	Price \$ 28.4016 (2)	(Instr. 3 and 4) 993,699	D		
Common Stock, par value \$0.001 per share	08/22/2016			S <u>(1)</u>	14,371	D	\$ 28.1457 (<u>3)</u>	979,328	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	'Year)	Underl	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or		
						Exercisable D	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
Korkus Ohad C/O VARONIS SYSTEMS, INC., 1250 BROADWAY, 29TH FLOOR NEW YORK, NY 10001	Х		Chief Technology Officer				

Signatures

/s/ Ohad Korkus	08/23/2016
<u>**</u> 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 18, 2016.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.62, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the

- (2) to \$28.02, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer of the start of the security solution of the start of the security holder of the start of the start of the security holder of the security holde
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.58, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the above range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.