

Faitelson Yakov
Form 4
February 15, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Faitelson Yakov

(Last) (First) (Middle)

C/O VARONIS SYSTEMS,
INC., 1250 BROADWAY, 29TH
FLOOR

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VARONIS SYSTEMS INC [VRNS]

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

02/14/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO, President, Chairman

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	02/14/2019		A	66,642 (1)	A \$ 0 313,783 (2)	D	
Common Stock, par value \$0.001 per share	02/14/2019		M	52,560	A \$ 1.256 366,343	D	
	02/14/2019		M	68,949	A \$ 1.256 435,292	D	

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Common
Stock, par
value
\$0.001 per
share

Common
Stock, par
value 02/14/2019 S⁽³⁾ 30,000 D \$ 54.7187 405,292 D
\$0.001 per
share ⁽⁴⁾

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.256	02/14/2019		M		52,560		06/25/2009	06/25/2019	Common Stock	52,560
Stock Option (right to buy)	\$ 1.256	02/14/2019		M		68,949		01/01/2010	08/05/2019	Common Stock	68,949

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Faitelson Yakov C/O VARONIS SYSTEMS, INC. 1250 BROADWAY, 29TH FLOOR	X CEO, President, Chairman

NEW YORK, NY 10001

Signatures

/s/ Yakov

02/15/2019

Faitelson

__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).
 - Represents restricted stock units granted to the reporting person on February 14, 2019. Such restricted stock units will vest, and an equal
 - (1) number of shares of common stock will be deliverable to the reporting person, in four equal installments upon the last calendar day of the month of February beginning on February 29, 2020.
 - (2) Includes 352 shares of Common Stock purchased under the Varonis Systems, Inc. 2015 Employee Stock Purchase Plan.
 - (3) These shares were sold to address the tax consequences arising upon the exercise of the associated options, which were due to expire on August 5, 2019.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.62 to \$54.92, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the
 - (4) 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.