

VARONIS SYSTEMS INC

Form 4

September 16, 2014

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 *
EVERGREEN IV L.P.

2. Issuer Name and Ticker or Trading
Symbol
VARONIS SYSTEMS INC
[(VRNS)]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2014

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

C/O EVERGREEN VENTURE
PARTNERS, 25 HABARZEL ST.

(Street)

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

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

TEL AVIV, L3 69710

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	09/11/2014		S		1,100	D	\$ 24
							4,126,271
							D ⁽¹⁾
Common Stock, par value \$0.001 per share	09/15/2014		S		10,500	D	\$ 23.6445
							4,115,771
							D ⁽¹⁾

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

EVERGREEN IV L.P.
C/O EVERGREEN VENTURE PARTNERS
25 HABARZEL ST.
TEL AVIV, L3 69710

X

Evergreen IV GP, L.P.
C/O EVERGREEN VENTURE PARTNERS
25 HABARZEL STREET
TEL AVIV, L3 69710

X

Evergreen E.P.F IV Ltd.
C/O EVERGREEN VENTURES PARTNERS
25 HABARZEL STREET
TEL AVIV, L3 69710

X

Signatures

Evergreen IV, L.P. By: Evergreen IV GP, L.P., its sole General Partner By: Evergreen E.P.F
IV, Ltd., its sole General Partner /s/ Motti Hoss and /s/ Amichai Hammer, authorized
signatories

09/16/2014

__Signature of Reporting Person

Date

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Evergreen IV GP, L.P., its sole General Partner By: Evergreen E.P.F IV, Ltd., its sole General Partner /s/ Motti Hoss and /s/ Amichai Hammer, authorized signatories

09/16/2014

__Signature of Reporting Person

Date

Evergreen E.P.F IV, Ltd., its sole General Partner /s/ Motti Hoss and /s/ Amichai Hammer, authorized signatories

09/16/2014

__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) Represents shares directly held by Evergreen IV, L.P., the general partner of which is Evergreen IV GP, L.P., and the general partner of which is Evergreen E.P.F IV Ltd.

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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