

VARONIS SYSTEMS INC  
Form 4  
March 05, 2014

**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 \*  
EVERGREEN IV L.P.

(Last) (First) (Middle)

C/O EVERGREEN VENTURE PARTNERS, 25 HABARZEL ST.

(Street)

TEL-AVIV, L3 69710

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VARONIS SYSTEMS INC [VRNS]

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

03/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	03/05/2014		C <sup>(1)</sup>	4,391,279 A	4,391,279	D <sup>(2)</sup>	
Common stock, par value \$0.001 per share	03/05/2014		S	219,564 D	\$ 4,171,715 <sup>(3)</sup>	D <sup>(2)</sup>	0.001

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	03/05/2014		C(1)		2,281,296	(1)	(1)	Common Stock	2,281,296
Series B Convertible Preferred Stock	(1)	03/05/2014		C(1)		1,256,282	(1)	(1)	Common Stock	1,256,282
Series C Convertible Preferred Stock	(1)	03/05/2014		C(1)		575,020	(1)	(1)	Common Stock	575,020
Series D Convertible Preferred Stock	(1)	03/05/2014		C(1)		278,681	(1)	(1)	Common Stock	278,681

## 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 ST. TEL-AVIV, L3 69710		X		
		X		

Evergreen E.P.F IV Ltd.  
C/O EVERGREEN VENTURE PARTNERS  
25 HABARZEL ST.  
TEL-AVIV, L3 69710

## 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 03/05/2014

\_\_Signature of Reporting Person Date

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 03/05/2014

\_\_Signature of Reporting Person Date

Evergreen E.P.F IV Ltd., its sole General Partner /s/ Motti Hoss and /s/ Amichai Hammer, authorized signatories 03/05/2014

\_\_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) The Issuer's Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock (together, the "Preferred Stock") have no expiration date and each share of the Preferred Stock converted automatically on a 1-for-1 basis into shares of the Issuer's Common Stock (the "Common Stock") immediately prior to the completion of the Issuer's underwritten initial public offering (the "IPO") without payment of further consideration.

(2) 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.

(3) Represents (i) the conversion of 4,391,279 shares of Preferred Stock of the Issuer automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's IPO and (ii) the sale by the Reporting Persons of 219,564 shares of Common Stock to the underwriters in connection with the IPO pursuant to the Issuer's Registration Statement on Form S-1 (No. 333-191840).

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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