

BARRACUDA NETWORKS INC
Form SC 13G
February 12, 2018

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

BARRACUDA NETWORKS, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

068323104

(CUSIP Number)

January 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

BlueMountain Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,445,455
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

5,445,455
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,445,455
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.1% (1)

12. TYPE OF REPORTING PERSON (see instructions)

IA

(1) The percentage set forth in Row 11 of this Cover Page is based on the 53,672,307 shares of Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of December 29, 2017, as reported on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on January 9, 2018.

Item 1.**(a) Name of Issuer**

Barracuda Networks, Inc.

(b) Address of Issuer's principal executive offices

3175 S. Winchester Blvd., Campbell, California 95008

Item 2.**(a) Name of person filing**

This Schedule 13G is being filed on behalf of BlueMountain Capital Management, LLC (**BMCM**) with respect to the shares of Common Stock, \$0.001 par value per share (the **Common Stock**), of Barracuda Networks, Inc., a Delaware corporation (the **Issuer**).

BMCM, which is the beneficial owner of 3,675,033 shares of Common Stock, acts as investment manager to, and exercises investment discretion with respect to the following beneficial owners of Common Stock (each, a **BlueMountain Fund**):

- (i) BlueMountain Foinaven Master Fund L.P., a Cayman Islands exempted limited partnership, with respect to the 264,045 shares of Common Stock directly owned by it;
- (ii) BlueMountain Guadalupe Peak Fund L.P., a Delaware limited partnership, with respect to the 177,023 shares of Common Stock directly owned by it;
- (iii) BlueMountain Monteners Master Fund SCA SICAV-SIF, an investment company with variable capital organized as a specialized investment fund in the form of a corporate partnership limited by shares under the laws of Luxembourg, with respect to the 452,555 shares of Common Stock directly owned by it;
- (iv) BlueMountain Kicking Horse Fund L.P., a Cayman Islands exempted limited partnership, with respect to the 184,767 shares of Common Stock directly owned by it; and
- (v) BlueMountain Summit Trading L.P., a Delaware limited partnership, with respect to the 692,032 shares of Common Stock directly owned by it.

The filing of this statement should not be construed as an admission that BMCM is, for the purpose of Section 13 of the Act, the beneficial owner of the Common Stock owned by the BlueMountain Funds.

(b) Address or principal business office or, if none, residence

280 Park Avenue, 12th Floor, New York, New York 10017

(c) Citizenship

See Row 4 of the Cover Page.

(d) Title of class of securities

Common Stock, par value \$0.001 per share

(e) CUSIP No.

068323104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the Cover Page and is incorporated herein by reference.

BMCM expressly declares that this filing shall not be construed as an admission that it is, for the purposes of Sections 13(d) or 13(g) of the Act, the beneficial owner of the securities owned by the BlueMountain Funds.

Item 5. Ownership of 5 Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the

effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 12, 2018

BLUEMOUNTAIN CAPITAL
MANAGEMENT, LLC

By: /s/ Eric M. Albert
Eric M. Albert, Chief Compliance Officer