

VARONIS SYSTEMS INC
Form 4/A
April 04, 2017

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.

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)
24 RAOUL WALLENBERG ST., ZIV TOWERS, BUILDING B, 4TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2017

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

TEL AVIV, L3 6971920

4. If Amendment, Date Original Filed(Month/Day/Year)
03/21/2017

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common stock	02/16/2017		S	40,000	D	\$ 27.64	2,778,179 D <u>(1)</u> <u>(2)</u>
Common stock	03/21/2017		S	577	D	\$ 29.11	2,777,602 D <u>(1)</u> <u>(2)</u>
Common stock	03/27/2017		S	11,931	D	\$ 31	2,765,671 D <u>(1)</u> <u>(2)</u>
Common stock	03/28/2017		S	4,282	D	\$ 31	2,761,389 D <u>(1)</u> <u>(2)</u>

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVERGREEN IV L.P. 24 RAOUL WALLENBERG ST. ZIV TOWERS, BUILDING B, 4TH FLOOR TEL AVIV, L3 6971920		X		
Evergreen IV GP, L.P. 24 RAOUL WALLENBERG ST. ZIV TOWERS, BUILDING B, 4TH FLOOR TEL AVIV, L3 6971920		X		
Evergreen E.P.F IV Ltd. 24 RAOUL WALLENBERG ST. ZIV TOWERS, BUILDING B, 4TH FLOOR TEL AVIV, L3 6971920		X		

Signatures

/s/ Evergreen IV, L.P. By: Evergreen IV GP, L.P., its sole General Partner, By: Evergreen Management Ltd, its sole General Partner /s/ Amichal Hammer, authorized signatories 04/04/2017

**Signature of Reporting Person Date

/s/ Evergreen IV GP, L.P. By: Evergreen Management Ltd, its sole General Partner, /s/ Motti Hoss /s/ Amichal Hamer, authorized signatories 04/04/2017

**Signature of Reporting Person Date

/s/ Evergreen Management Ltd. /s/ Motti Hoss /s/ Amichal Hamer, authorized signatories

04/04/2017

__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 Management Ltd.
- (2) Evergreen IV GP, L.P. and Evergreen Management Ltd. are additional reporting persons and each has the same address as the reporting person listed above.

Remarks:

Amendment filed to add an inadvertently omitted transaction on February 16, 2017. Subsequent filings updated to correct total

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.