

Melamed Guy
 Form 4
 March 05, 2018

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 *
 Melamed Guy

(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)

03/01/2018

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)
 CFO and COO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	03/01/2018		F		10,007	D	\$ 56.15
					145,922 ⁽¹⁾	D	
Common Stock, par value \$0.001 per share	03/01/2018		M		125	A	\$ 39.86
	03/01/2018		M		208	A	\$ 22.01
					146,047	D	
					146,255	D	

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Common
Stock, par
value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

03/01/2018

M

104

A

\$ 21

146,359

D

Common
Stock, par
value
\$0.001 per
share

03/01/2018

M

83

A

\$ 21.66

146,442

D

Common
Stock, par
value
\$0.001 per
share

03/01/2018

M

166

A

\$ 29.88

146,608

D

Common
Stock, par
value
\$0.001 per
share

03/01/2018

M

208

A

\$ 19.51

146,816

D

Common
Stock, par
value
\$0.001 per
share

03/01/2018

S(2)

894

D

\$ 56

145,922

D

Common
Stock, par
value
\$0.001 per
share

03/02/2018

S(2)

14,616

D

\$
56.1378
(3)

131,306

D

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 39.86	03/01/2018	M				125		03/21/2015	03/21/2024	Common Stock	125
Stock Option (right to buy)	\$ 22.01	03/01/2018	M				208		05/12/2015	05/12/2024	Common Stock	208
Stock Option (right to buy)	\$ 21	03/01/2018	M				104		08/07/2015	08/07/2024	Common Stock	104
Stock Option (right to buy)	\$ 21.66	03/01/2018	M				83		11/11/2015	11/11/2024	Common Stock	83
Stock Option (right to buy)	\$ 29.88	03/01/2018	M				166		02/20/2016	02/20/2025	Common Stock	166
Stock Option (right to buy)	\$ 19.51	03/01/2018	M				208		05/11/2016	05/11/2025	Common Stock	208

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Melamed Guy C/O VARONIS SYSTEMS, INC. 1250 BROADWAY, 29TH FLOOR NEW YORK, NY 10001			CFO and COO	

Signatures

/s/ Guy
Melamed

03/05/2018

__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) Includes 646 shares of Common Stock purchased under the Varonis Systems, Inc. 2015 Employee Stock Purchase Plan.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 22, 2017.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$56.70, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the above range.
- (3)

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.