

VARONIS SYSTEMS INC
Form 4
August 11, 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.

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)
C/O EVERGREEN VENTURE PARTNERS, 25 HABARZEL ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2014

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

TEL-AVIV, L3 69710

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

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			Directly owned by
Common stock, par value \$0.001 per share	08/07/2014		A	6,381 A \$ 0.001	6,381	I	Erez Shachar. See Explanation of Responses. (1) (2)

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

SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5)
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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		
Evergreen E.P.F IV Ltd. C/O EVERGREEN VENTURE PARTNERS 25 HABARZEL ST. 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 08/11/2014

__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 08/11/2014

__Signature of Reporting Person Date

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

08/11/2014

__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).
- Represents restricted stock units directly held by Erez Shachar, a member of the Board of Directors of the Issuer and one of the seven
- (1) individuals members of the investment committee of the 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.
 - (2) The restricted stock units granted to Erez Shachar on August 7, 2014 will vest, and an equal number of shares of common stock will be deliverable, in thirty-six equal installments upon the end of each one-month period following of the date of grant.

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.