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| Form 4 | | | | | | | | | | | |
|---|---|---|---|-------------------------------------|---------------------------------------|--|--|---|--|--------------|--|
| December 0 | 3, 2018 | | | | | | | | | | |
| FORM | CECUD | | | | NCEO | | OMB APPROVAL | | | | |
| | | SECURITIES AND EXCHANGE COM Washington, D.C. 20549 | | | | | OMB Number: | 3235-0287 | | | |
| Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may com <i>See</i> Instr 1(b). | ger o 16. or ^{nns} tinue. Section 17 | ursuant to 7(a) of the | Section 1 | SECUR 6(a) of the cility Hole | ITIES e Securit ling Cor | ties E npany | NERSHIP OF e Act of 1934, f 1935 or Section 40 | Estimated average burden hours per response 0.8 | | | |
| (Print or Type] | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Raz Gilad | | | 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 VARONIS SYSTEMS, INC., 1250 BROADWAY, 29TH FLOOR | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2018 | | | | | Director 10% Owner XOfficer (give title Other (specify below) below) CIO & VP of Technical Services | | | |
| NEW YOR | (Street) K, NY 10001 | | Filed(Month/Day/Year) Applicable Line _X_Form filed Form filed | | | | Applicable Line) _X_ Form filed by C Form filed by M | r Joint/Group Filing(Check by One Reporting Person y More than One Reporting | | | |
| | (State) | (Zin) | | | | _ | | Person | | | |
| (City) 1.Title of Security (Instr. 3) Common | (State) 2. Transaction Da (Month/Day/Yea | r) Execution any | | 3. Transactic Code | 4. Securi on(A) or D (Instr. 3, | ties A ispose 4 and (A) or | cquired d of (D) | uired, Disposed of 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 | |
| Stock, par value \$0.001 per share | 12/03/2018 | | | F | 1,105 | D | \$ 57.91 | 54,120 | D | | |

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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 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) | 4. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Unde Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|---------------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|--------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Raz Gilad C/O VARONIS SYSTEMS, INC. 1250 BROADWAY, 29TH FLOOR NEW YORK, NY 10001 | | | CIO & VP of Technical Services | | | | |
| Signatures | | | | | | | |

/s/ Gilad Raz 12/03/2018

<u>**</u>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).

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.