

VARONIS SYSTEMS INC

Form 4

August 11, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EVERGREEN IV L.P.

(Last) (First) (Middle)

C/O EVERGREEN VENTURE
PARTNERS, 25 HABARZEL ST.

(Street)

TEL-AVIV, L3 69710

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

VARONIS SYSTEMS INC [VRNS]

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

08/07/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ 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 Beneficial Ownership (Instr. 4)
Common stock, par value \$0.001 per share	08/07/2014		A	6,381 A	\$ 0.001 6,381	I	Directly owned by 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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Following Reported Transaction (Instr. 10)
				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
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.

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