VARONIS SYSTEMS INC
Form 4
February 27, 2015

FORM 4

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

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

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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).

(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)
02/25/2015

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)
			Code	V	Amount	(A) or (D)	Price			
Common stock	02/25/2015		S		10,000	D	$ 31.02	3,796,121	D (1) (2) (3)	
Common stock	02/26/2015		S		6,118	D	$ 31.03	3,790,003	D (1) (2) (3)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. 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
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 STREET TEL AVIV, L3 69710		X		
Evergreen E.P.F IV Ltd. C/O EVERGREEN VENTURES PARTNERS 25 HABARZEL STREET TEL AVIV, L3 69710		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/ Motti Hoss /s/ Amichal Hammer, authorized signatories	02/27/2015
**Signature of Reporting Person	Date
/s/ Evergreen IV GP, L.P. By: Evergreen Management Ltd, its sole General Partner, /s/ Motti Hoss /s/ Amichai Hammer, authorized signatories	02/27/2015
**Signature of Reporting Person	Date
/s/ Evergreen Management, Ltd. /s/ Motti Hoss /s/ Amichai Hammer, authorized signatories	02/27/2015
**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) One of the directors of the Issuer is one of the seven members on the investment committee of the direct shareholder.

(3) 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.

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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