

VARONIS SYSTEMS INC

Form 4

March 23, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

24 RAOUL WALLENBERG
ST., ZIV TOWERS, BUILDING B,
4TH FLOOR

(Street)

TEL AVIV, L3 6971920

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
VARONIS SYSTEMS INC [VRNS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2017

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	03/21/2017		S		577	D	\$ 29.11
							2,817,602
							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
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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)**

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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 Own 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. 24 RAOUL WALLENBERG ST. ZIV TOWERS, BUILDING B, 4TH FLOOR TEL AVIV, L3 6971920		X		
Evergreen IV GP, L.P. 24 RAOUL WALLENBERG ST. ZIV TOWERS, BUILDING B, 4TH FLOOR TEL AVIV, L3 6971920		X		
Evergreen E.P.F IV Ltd. 24 RAOUL WALLENBERG ST. ZIV TOWERS, BUILDING B, 4TH FLOOR TEL AVIV, L3 6971920		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/ Amichal Hammer, authorized signatories	03/23/2017
__Signature of Reporting Person	Date
/s/ Evergreen IV GP, L.P. By: Evergreen Management Ltd, its sole General Partner, /s/ Motti Hoss /s/ Amichal Hamer, authorized signatories	03/23/2017
__Signature of Reporting Person	Date
/s/ Evergreen Management Ltd. /s/ Motti Hoss /s/ Amichal Hamer, authorized signatories	03/23/2017
__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).

Remarks:

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. Evergreen IV GP, L.P. and Evergreen Management Ltd. are additional reporting persons and each has the same address as Evergreen IV, L.P.

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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