

VARONIS SYSTEMS INC
 Form 3
 February 27, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
J.P. Morgan Digital Growth Fund L.P.			(Month/Day/Year)	VARONIS SYSTEMS INC [VRNS]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
270 PARK AVENUE				(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)				____ Director	<input checked="" type="checkbox"/> 10% Owner
NEW YORK, NY 10017				____ Officer	____ Other
(City)	(State)	(Zip)		(give title below)	(specify below)
					____ Form filed by One Reporting Person
					____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	255,340	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	107,985	\$ (1)	D	Â
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	489,649	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.P. Morgan Digital Growth Fund L.P. 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

By: J.P. Morgan Investment Management Inc. By: Charles J. Willis, Jr. /s/ Charles J. Willis, Jr.

02/27/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series A Preferred Stock is convertible into Common Stock on a one-for-one basis and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series A Preferred Stock will automatically convert into shares of Common Stock.

(2) The Series D Preferred Stock is convertible into Common Stock on a one-for-one basis and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, all shares of Series D Preferred Stock will automatically convert into shares of Common Stock.

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.