

Melamed Guy
Form 4
November 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Melamed Guy

(Last) (First) (Middle)

C/O VARONIS SYSTEMS,
INC., 1250 BROADWAY, 29TH
FLOOR

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VARONIS SYSTEMS INC [VRNS]

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

11/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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	11/01/2017		M	208	A \$ 22.01	95,491	D
Common Stock, par value \$0.001 per share	11/01/2017		M	105	A \$ 21	95,596	D
	11/01/2017		M	84	A	95,680	D

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Common Stock, par value \$0.001 per share						\$ 21.66		
Common Stock, par value \$0.001 per share	11/01/2017	M	208	A		\$ 19.51	95,888	D
Common Stock, par value \$0.001 per share	11/01/2017	S ⁽¹⁾	605	D		\$ 43.65	95,283	D
Common Stock, par value \$0.001 per share	11/03/2017	M	2,688	A		\$ 39.86	97,971	D
Common Stock, par value \$0.001 per share	11/03/2017	M	2,667	A		\$ 29.88	100,638	D
Common Stock, par value \$0.001 per share	11/03/2017	S ⁽¹⁾	5,355	D		\$ 48	95,283	D

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

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(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. D S (I
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)					
Stock Option (right to buy)	\$ 22.01	11/01/2017		M	208	05/12/2015 05/12/2024	Common Stock	208
Stock Option (right to buy)	\$ 21	11/01/2017		M	105	08/07/2015 08/07/2024	Common Stock	105
Stock Option (right to buy)	\$ 21.66	11/01/2017		M	84	11/11/2015 11/11/2024	Common Stock	84
Stock Option (right to buy)	\$ 19.51	11/01/2017		M	208	05/11/2016 05/11/2025	Common Stock	208
Stock Option (right to buy)	\$ 39.86	11/03/2017		M	2,688	03/21/2015 03/21/2025	Common Stock	2,688
Stock Option (right to buy)	\$ 29.88	11/03/2017		M	2,667	02/20/2016 02/20/2025	Common Stock	2,677

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Melamed Guy C/O VARONIS SYSTEMS, INC. 1250 BROADWAY, 29TH FLOOR NEW YORK, NY 10001			Chief Financial Officer	

Signatures

/s/ Guy
Melamed 11/03/2017

**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).
- (1) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the reporting person on August 22, 2017.

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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