

VARONIS SYSTEMS INC

Reported by
MELAMED GUY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/03/17 for the Period Ending 11/01/17

Address	1250 BROADWAY, 31ST FLOOR NEW YORK, NY, 10001
Telephone	877-292-8767
CIK	0001361113
Symbol	VRNS
SIC Code	7372 - Services-Prepackaged Software
Industry	Software
Sector	Technology
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Melamed Guy			VARONIS SYSTEMS INC [VRNS]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O VARONIS SYSTEMS, INC., 1250 BROADWAY, 29TH FLOOR			11/1/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10001						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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, par value \$0.001 per share	11/1/2017		M		208	A	\$22.01	95491	D	
Common Stock, par value \$0.001 per share	11/1/2017		M		105	A	\$21.00	95596	D	
Common Stock, par value \$0.001 per share	11/1/2017		M		84	A	\$21.66	95680	D	
Common Stock, par value \$0.001 per share	11/1/2017		M		208	A	\$19.51	95888	D	
Common Stock, par value \$0.001 per share	11/1/2017		S (L)		605	D	\$43.65	95283	D	
Common Stock, par value \$0.001 per share	11/3/2017		M		2688	A	\$39.86	97971	D	
Common Stock, par value \$0.001 per share	11/3/2017		M		2667	A	\$29.88	100638	D	
Common Stock, par value \$0.001 per share	11/3/2017		S (L)		5355	D	\$48	95283	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$22.01	11/1/2017		M		208		5/12/2015	5/12/2024	Common Stock	208	\$0.00	729	D	
Stock Option (right to buy)	\$21.00	11/1/2017		M		105		8/7/2015	8/7/2024	Common Stock	105	\$0.00	520	D	
Stock Option (right to buy)	\$21.66	11/1/2017		M		84		11/11/2015	11/11/2024	Common Stock	84	\$0.00	541	D	
Stock Option (right to buy)	\$19.51	11/1/2017		M		208		5/11/2016	5/11/2025	Common Stock	208	\$0.00	1979	D	
Stock Option (right to buy)	\$39.86	11/3/2017		M		2688		3/21/2015	3/21/2025	Common Stock	2688	\$0.00	312	D	
Stock Option (right to buy)	\$29.88	11/3/2017		M		2667		2/20/2016	2/20/2025	Common Stock	2677	\$0.00	1333	D	

Explanation of Responses:

(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.

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

11/3/2017

—Signature of Reporting Person

Date

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

* 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).

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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