

VARONIS SYSTEMS INC

Reported by
MELAMED GUY

FORM 3/A

(Amended Statement of Beneficial Ownership)

Filed 09/07/17 for the Period Ending 04/01/17

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

INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Melamed Guy			4/1/2017		VARONIS SYSTEMS INC [VRNS]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O VARONIS SYSTEMS, INC., 1250 BROADWAY, 29TH FLOOR			<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 /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10001			4/7/2017		<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 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, par value \$0.001 per share	98800 (1)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	7/11/2012 (2)	7/11/2021	Common Stock	563	\$6.23	D	
Stock Option (right to buy)	2/27/2013 (2)	2/27/2022	Common Stock	938	\$6.8	D	
Stock Option (right to buy)	10/17/2013 (2)	10/17/2022	Common Stock	1500	\$12.47	D	
Stock Option (right to buy)	4/17/2014 (2)	4/17/2023	Common Stock	7000	\$12.47	D	
Stock Option (right to buy)	3/21/2015 (3)	3/21/2024	Common Stock	3000	\$39.86	D	
Stock Option (right to buy)	5/12/2015 (3)	5/12/2024	Common Stock	5000	\$22.01	D	
Stock Option (right to buy)	8/7/2015 (3)	8/7/2024	Common Stock	2500	\$21.00	D	
Stock Option (right to buy)	11/11/2015 (3)	11/11/2024	Common Stock	2000	\$21.66	D	
Stock Option (right to buy)	2/20/2016 (3)	2/20/2025	Common Stock	4000	\$29.88	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	5/11/2016 (3)	5/11/2025	Common Stock	5000	\$19.51	D	

Explanation of Responses:

- (1) Consists of (i) 4,300 shares held of record and (ii) 94,500 restricted stock units; of which (1) 1,250 of such restricted stock units will vest on May 31, 2017, (2) 23,500 of such restricted stock units will vest on February 28, 2018, (3) 1,250 of such restricted stock units will vest on May 31, 2018, (4) 23,500 of such restricted stock units will vest on February 28, 2019, (5) 1,250 of such restricted stock units will vest on May 31, 2019, (6) 22,500 of such restricted stock units will vest on February 29, 2020 and (7) 21,250 of such restricted stock units will vest on February 28, 2021.
- (2) 25% of the options became exercisable one year from the date of grant. The remaining options become exercisable quarterly thereafter on a pro rata basis.
- (3) 25% of the options became exercisable one year from the date of grant. 1/48th of the remaining options become exercisable monthly thereafter on a pro rata basis.

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

9/7/2017

**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 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).

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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