

VARONIS SYSTEMS INC
Form 3
February 27, 2014

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

OMB APPROVAL

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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. | | | 02/27/2014 | | 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 | | | ___X___ 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)

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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.

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