

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 * EVERGREEN IV L.P. (Last) (First) (Middle)  C/O EVERGREEN VENTURE PARTNERS, 25 HABARZEL ST. (Street)  TEL-AVIV, L3 69710 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/27/2014	3. Issuer Name and Ticker or Trading Symbol VARONIS SYSTEMS INC [VRNS]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**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)
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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)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	2,281,296	\$ <u>(2)</u>	D	Â
Series B Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	1,256,282	\$ <u>(2)</u>	D	Â
Series C Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	575,020	\$ <u>(2)</u>	D	Â
Series D Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	278,681	\$ <u>(2)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVERGREEN IV L.P. C/O EVERGREEN VENTURE PARTNERS 25 HABARZEL ST. TEL-AVIV,Â L3Â 69710	Â	Â X	Â	Â
Evergreen IV GP, L.P. C/O EVERGREN VENTURE PARTNERS 25 HABARZEL ST. TEL-AVIV,Â L3Â 69710	Â	Â X	Â	Â
Evergreen E.P.F IV Ltd. C/O EVERGREEN VENTURE PARTNERS 25 HABARZEL ST. TEL-AVIV,Â L3Â 69710	Â	Â X	Â	Â

## Signatures

Evergreen IV, L.P., by /s/ Motti Hoss and /s/ Amichai Hammer, authorized signatories	02/27/2014
__Signature of Reporting Person	Date
Evergreen IV GP, L.P., by /s/ Motti Hoss and /s/ Amichai Hammer, authorized signatories	02/27/2014
__Signature of Reporting Person	Date
Evergreen E.P.F IV Ltd., by /s/ Motti Hoss and /s/ Amichai Hammer, authorized signatories	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) Represents shares directly held by Evergreen IV, L.P., the general partner of which is Evergreen IV GP, L.P., and the general partner of which is Evergreen E.P.F IV Ltd.

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- Each share of preferred stock of the Issuer is (i) convertible at any time into shares of the Issuer's common stock on a one-for-one basis, (2) and have no expiration date, and (ii) will automatically convert into shares of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering.

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.