

VARONIS SYSTEMS INC  
Form SC 13G  
April 10, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )**

**Varonis Systems, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.001 par value per share**

**(Title of Class of Securities)**

**922280 10 2**

**(CUSIP Number)**

**March 31, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 922280 10 2

1. Names of Reporting Persons

J.P. Morgan Investment Management Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 202,000

6. Shared Voting Power

Beneficially

Owned by 1,727,543

7. Sole Dispositive Power

Each

Reporting

Person 213,600

8. Shared Dispositive Power

With

1,727,543

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,941,143

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

8.0%

12. Type of Reporting Person (See Instructions)

IA

CUSIP No. 922280 10 2

1. Names of Reporting Persons

J.P. Morgan Digital Growth Fund L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 852,974

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With

852,974

9. Aggregate Amount Beneficially Owned by Each Reporting Person

852,974

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.5%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 922280 10 2

1. Names of Reporting Persons

JPMorgan Direct Venture Capital Institutional Investors IV LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 818,854

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With

818,854

9. Aggregate Amount Beneficially Owned by Each Reporting Person

818,854

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.4%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 922280 10 2

1. Names of Reporting Persons

JPMorgan Venture Capital Institutional Offshore Investors IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 34,120

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With

34,120

9. Aggregate Amount Beneficially Owned by Each Reporting Person

34,120

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 922280 10 2

1. Names of Reporting Persons

522 Fifth Avenue Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 21,595

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With

21,595

9. Aggregate Amount Beneficially Owned by Each Reporting Person

21,595

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

<0.1%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 922280 10 2

1. Names of Reporting Persons

JPMorgan Chase Bank, National Association

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares 18,500

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 18,500

8. Shared Dispositive Power

With

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

18,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

<0.1%

12. Type of Reporting Person (See Instructions)

BK

**Item 1.**

**(a) Name of Issuer:**

Varonis Systems, Inc. (the Issuer )

**(b) Address of Issuer's Principal Executive Offices:**

1250 Broadway, 31st Floor

New York, New York 10001

**Item 2.**

**(a) Name of Person Filing:**

This statement is filed by J.P. Morgan Investment Management Inc. ( JPMIM ); J.P. Morgan Digital Growth Fund L.P. ( DGF ); JPMorgan Direct Venture Capital Institutional Investors IV LLC ( JPM IV ); JPMorgan Venture Capital Institutional Offshore Investors IV L.P. ( JPM IV Offshore ); 522 Fifth Avenue Fund, L.P. ( 522 ); and JPMorgan Chase Bank, National Association ( JPMCB, and together with JPMIM, DGF, JPM IV, JPM IV Offshore and 522, the Reporting Persons ).

Attached as Exhibit 99.1 hereto, which is incorporated by reference herein, is an agreement among the Reporting Persons that this Schedule 13G is filed on behalf of each of them.

**(b) Address of Principal Business Office or, if none, Residence:**

For each Reporting Person:

270 Park Avenue

New York, New York 10017

**(c) Citizenship:**

For each Reporting Persons other than JPMCB, Delaware.

For JPMCB, United States of America

**(d) Title of Class of Securities:**

Common Stock, \$0.001 par value per share ( Common Stock )

**(e) CUSIP Number:**

922280 10 2

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4. Ownership**

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover page to this Schedule 13G.

The percent of class represented by the amount beneficially owned by each Reporting Person is based on 24,335,891 shares of Common Stock outstanding immediately after the completion of the Issuer's initial public offering, as indicated by the Issuer's prospectus filed pursuant to Rule 424(b)(4) filed with the Securities and Exchange Commission on March 3, 2014.

The shares of Common Stock to which JPMIM has shared voting or dispositive power consists of (i) 852,974 shares held by DGF; (ii) 818,854 shares held by JPM IV; (iii) 34,120 shares held by JPM IV Offshore; and (iv) 21,595 shares held by 522. JPMIM serves as the investment advisor to each of DGF, JPM IV, JPM IV Offshore and 522.

The shares of Common Stock to which JPMIM has sole voting or dispositive power consists of shares held by client accounts to which JPMIM serves as investment advisor.

The shares of Common Stock to which JPMCB has beneficial ownership consists of shares held by client accounts to which JPMCB serves as investment advisor.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "":

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated April 10, 2014

**J.P. MORGAN INVESTMENT MANAGEMENT INC.**

By: /s/ Charles J. Willis, Jr.  
Name: Charles J. Willis, Jr.  
Title: Vice President

**J.P. MORGAN DIGITAL GROWTH FUND L.P.**

By: J.P. Morgan Investment Management Inc.,  
its investment advisor

By: /s/ Charles J. Willis, Jr.  
Name: Charles J. Willis, Jr.  
Title: Vice President

**JPMORGAN DIRECT VENTURE CAPITAL INSTITUTIONAL INVESTORS IV LLC**

By: J.P. Morgan Investment Management Inc.,  
its investment advisor

By: /s/ Charles J. Willis, Jr.  
Name: Charles J. Willis, Jr.  
Title: Vice President

**JPMORGAN VENTURE CAPITAL INSTITUTIONAL OFFSHORE INVESTORS IV L.P.**

By: J.P. Morgan Investment Management Inc.,  
its investment advisor

By: /s/ Charles J. Willis, Jr.  
Name: Charles J. Willis, Jr.  
Title: Vice President

**522 FIFTH AVENUE FUND, L.P.**

By: J.P. Morgan Investment Management Inc.,  
its investment advisor

By: /s/ Charles J. Willis, Jr.  
Name: Charles J. Willis, Jr.  
Title: Vice President

**JPMORGAN CHASE BANK, NATIONAL ASSOCIATION**

By: /s/ Andrew J. Anderson  
Name: Andrew J. Anderson  
Title: Executive Director