

VARONIS SYSTEMS INC  
Form 424B4  
March 03, 2014  
**Table of Contents**

**Filed Pursuant to Rule 424(b)(4)  
Registration No. 333-191840**

*PROSPECTUS*

*4,800,000 Shares*

*COMMON STOCK*

*Varonis Systems, Inc. is offering 4,800,000 shares of common stock. This is our initial public offering, and no public market currently exists for our shares.*

*Our common stock has been approved for listing on The Nasdaq Global Select Market under the symbol VRNS.*

*We are an emerging growth company under applicable Securities and Exchange Commission rules and will be subject to reduced public company reporting requirements. Investing in our common stock involves risks. See **Risk Factors** beginning on page 13.*

*PRICE \$22.00 A SHARE*

	<i>Price to Public</i>	<i>Underwriting Discounts and Commissions</i>	<i>Proceeds to Us</i>
<i>Per Share</i>	\$22.00	\$1.54	\$20.46
<i>Total</i>	\$105,600,000	\$7,392,000	\$98,208,000

See *Underwriting* for a description of the compensation payable to the underwriters.

We and a selling stockholder have granted the underwriters the right to purchase up to an additional 720,000 shares of common stock at the initial public offering price less the underwriting discounts and commissions. We will not receive any proceeds from the sale of shares by the selling stockholder.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on March 5, 2014.

MORGAN STANLEY

BARCLAYS

JEFFERIES

RBC CAPITAL MARKETS

NEEDHAM & COMPANY

February 27, 2014

**Table of Contents**

**Table of Contents**

**Table of Contents**

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	13
<u>Special Note Regarding Forward-Looking Statements</u>	34
<u>Use of Proceeds</u>	35
<u>Dividend Policy</u>	36
<u>Capitalization</u>	37
<u>Dilution</u>	38
<u>Selected Consolidated Financial Data</u>	39
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	42
<u>Business</u>	67
<u>Management</u>	83
<u>Executive Compensation</u>	89
	<b>Page</b>
<u>Certain Relationships and Related Person Transactions</u>	100
<u>Principal and Selling Stockholder</u>	103
<u>Description of Capital Stock</u>	105
<u>Shares Eligible for Future Sale</u>	110
<u>United States Federal Income Tax Considerations For Non-U.S. Holders of Common Stock</u>	112
<u>Underwriting</u>	115
<u>Legal Matters</u>	121
<u>Experts</u>	121
<u>Where You Can Find More Information</u>	121
<u>Index To Consolidated Financial Statements</u>	F-1

We, the selling stockholder and underwriters have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus, any amendment or supplement to this prospectus or in any free writing prospectuses we have prepared. We, the selling stockholder and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither the delivery of this prospectus nor the sale of our common stock means that information contained in this prospectus is correct after the date of this prospectus. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so.

**Table of Contents**

**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before investing, you should carefully read this entire prospectus, including our consolidated financial statements and the information set forth under the sections Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations and Special Note Regarding Forward-Looking Statements. Unless the context requires otherwise, the words we, us, our and Varonis refer to Varonis Systems, Inc. and its subsidiaries.*

**VARONIS SYSTEMS, INC.**

**Overview**

We provide an innovative software platform that allows enterprises to map, analyze, manage and migrate their unstructured data. We specialize in human-generated data, a type of unstructured data that includes an enterprise's spreadsheets, word processing documents, presentations, audio files, video files, emails, text messages and any other data created by employees. This data often contains an enterprise's financial information, product plans, strategic initiatives, intellectual property and numerous other forms of vital information. Our Metadata Framework is a proprietary technology platform that extracts critical metadata, or data about data, from an enterprise's IT infrastructure and uses this contextual information to map functional relationships among employees, data objects, content and usage. IT and business personnel deploy our software for a variety of use cases, including data governance, data security, archiving, file synchronization, enhanced mobile data accessibility and information collaboration.

In today's information-based economy, enterprises must share, protect and manage their vital information assets; however, the rapid growth in data volume and complexity is making it significantly harder for enterprises to do so. The December 2012 International Data Corporation (IDC) Digital Universe Study, which we refer to as the IDC Study, estimates that the amount of digital information created and replicated will grow at a compound annual growth rate of 39% from 2012 through 2020, and more than 90% of the data created in the next decade will be unstructured data. We believe that unstructured data represents a critical business asset, and enterprises are increasingly seeking ways to maximize the value of this data, while simultaneously ensuring that the data is appropriately secured and managed. Despite the importance of their digital assets, most enterprises have difficulty tracking who has access to selected data, who is responsible for that data, and which employees are accessing, creating, manipulating or deleting it.

The revolution in internet search occurred when search engines began to mine internet metadata, such as the links between pages, in addition to page content, thereby making the internet's content more usable and consequently more valuable. Similarly, our Metadata Framework creates advanced searchable data structures and provides real-time intelligence about an enterprise's massive volumes of human-generated content, to create more accessible, manageable and secure human-generated data.

We believe that the technology underlying our Metadata Framework is our primary competitive advantage. The strength of our solution is driven by several proprietary technologies and methodologies that we have developed, coupled with how we have seamlessly integrated them into our highly versatile Metadata Framework.

The broad applicability of our technology has resulted in our customers deploying our platform for numerous use cases. These use cases include: searchable logs of all human-generated data related activity; centralized visibility into the unstructured data of the enterprise; identification of sensitive data and monitoring its security, ownership and usage, thereby reducing potential exposures; identification of and tracking data





## **Table of Contents**

ownership; business productivity enhancement through self-service data management; intelligent archiving and migration of data; creation of secure hybrid cloud functionalities; abnormal activity alerts and identification and security of high-risk data.

We believe that the diverse functionalities offered by our platform positions us at the intersection of several powerful trends in the digital universe. The addressable markets for the functionalities delivered by our platform are many and include portions of the markets defined by IDC as storage software, collaborative applications, IT Security (including endpoint security, messaging security and securing and vulnerability management), identity and access management, and data integration and access software. IDC estimates that the aggregate total spend of these established markets in 2012 was approximately \$47 billion. We believe that our comprehensive product offering will attract a meaningful portion of this overall spend, resulting in a multi-billion dollar total addressable market. As we continue to innovate and introduce new products, we expect that the use cases for our solutions will expand, leading to incremental growth in our addressable market opportunity.

We sell the vast majority of our products and services to channel partners, including distributors and resellers, which sell to end-user customers, which we refer to in this prospectus as our customers. We believe that our sales model, which combines the leverage of a channel sales model with our highly trained and professional sales force, has played and will continue to play a major role in our ability to grow and to successfully deliver our unique value proposition for enterprise human-generated data. We target customers of all sizes, in all industries and in all geographies. As of December 31, 2013, we had approximately 2,400 customers, spanning leading firms in the financial services, public, healthcare, energy and utilities, industrial, technology, consumer and retail, education and media and entertainment sectors.

Our business model is characterized by strong revenue growth, growing repeat business and high gross margins. We have achieved significant growth and scale in the relatively short period of time since we started operations in 2005. For 2011, 2012 and 2013, our revenues were \$39.8 million, \$53.4 million and \$74.6 million, respectively, representing year-over-year growth of 34% and 40% in 2012 and 2013, respectively. In 2011, 2012 and 2013, we had operating losses of \$3.4 million, \$1.6 million and \$5.8 million, respectively. In 2011, 2012 and 2013, we had net losses of \$3.8 million, \$4.8 million and \$7.5 million, respectively.

## **Industry Background**

According to IDC estimates, the amount of information created and replicated in 2012 alone exceeded 2.8 zettabytes, or trillions of gigabytes, and expects this amount of information to grow at a compound annual growth rate of 39% from 2012 through 2020, representing a greater than 50-fold increase between 2010 and 2020. Additionally, the IDC Study estimates that more than 90% of the data created in the next decade will be unstructured data. Unstructured data includes both human-generated data and machine-generated data, such as log files that servers generate. Often the most valuable and fastest growing asset a business owns is its human-generated data that its employees spend hours creating and refining every day.

**Table of Contents**

The chart below depicts the three forms of data that are generated in enterprises globally:

Human-generated data is inherently difficult to manage, protect and analyze. This form of unstructured data can be easily created and shared by humans, but without additional structure or metadata context, it cannot be easily classified or tagged by existing solutions. As a result, enterprises miss opportunities to extract value from this strategic asset. This value loss contrasts with how enterprises have been able to extract value from structured data, which tends to reside in databases and can be easily reviewed and analyzed. The IDC Study estimated that while 23% of the digital universe contained information that might be valuable if analyzed, only 0.5% of the digital universe is in fact analyzed.

Prior to relational databases and business intelligence tools, enterprises lacked the ability to analyze and extract strategic value from their vast stores of structured data. Once the core analysis platform was developed for structured data, numerous additional tools, use cases and technologies emanated from the widespread adoption of the relational database. We believe that the ubiquity and growth of unstructured human-generated data is analogous to that of structured data, but the growth of unstructured, human-generated data is outpacing the growth of structured data. We see a similar ecosystem developing from the analysis of human-generated data and believe that our platform will continue to play a major role in harnessing the value of data for our clients.

Existing technologies are available to manage and extract value from machine-generated data; however, similar technologies for human-generated data are not widespread. Enterprises are slowly gaining a better understanding of the potential value of their human-generated data and are demanding solutions that allow them to manage, protect and extract value from it. There is a growing need for solutions that demonstrate the ability to function across many platforms, to scale effectively and to provide users with intelligent and actionable reporting.

## **Table of Contents**

### **Key Challenges in Managing Human-Generated Enterprise Data**

The key challenges in managing human-generated enterprise data are:

lack of granular access control;

inability to track user data access activity;

challenges in aligning data ownership with business context;

growth of mobility leading to multiple access platforms;

limited capabilities of archiving and migration platforms;

inability to identify and classify sensitive data;

increasing regulatory compliance;

ineffective existing solutions; and

cyber-attacks and hacktivism.

### **Illustrative Use Cases of Varonis Solution within Enterprises**

We have described below several functionalities and use cases that our customers have been able to deliver based on our technology platform. We intend to introduce new products and enhance the capabilities of our existing products to expand the use cases for our solutions.

*Create a Searchable Log of All Historical Activity for any Human-Generated Data.* IT and business personnel can use our software to monitor and alert on unstructured data events, including when files were created, deleted, modified, moved or accessed or when an email was sent, modified or deleted. This technology enables a variety of uses, such as finding lost or missing files, sending real time alerts on undesirable actions, forensic investigations, usage profiling and compliance with industry regulations.

*Provide Centralized Visibility into Unstructured Data.* In addition to having the ability to search for usage, IT and business personnel have a granular map of all directory structures and access privileges from the perspective of data, users or groups, or content. This map allows for rapid responses to queries about who has access to a data set, what data a user or group can access, who deleted or moved files and many other day-to-day concerns facing IT and business personnel.

*Multi-variable Search for Sensitive or Topic-Specific Data and Monitor its Security, Ownership and Usage and Reduce Potential Exposures.* The Varonis Data Classification Framework allows enterprises to search their file systems for data that matches known sensitive data content patterns, such as credit card numbers, social security numbers, project names and client names and then cross-references that with metadata regarding which employees have accessed those files. This multi-variable search functionality allows enterprises to identify, tag and prioritize data based on specific user access patterns coupled with other relevant metadata.

*Identify and Track Data Ownership.* With the significant growth of unstructured data and the increased complexity of the infrastructure storing it, many enterprises have large volumes of data for which no designated owner exists in the system. Our platform can identify data that does not have an owner and recommends likely ownership candidates. Once confirmed, ownership is tracked in our Metadata Framework. This capability helps enterprises assign the correct owners for their data and enables subsequent analysis and search based on the owner, including functionality such as appropriate internal charging for data usage and storage.

*Enhance Business Productivity Through Self-Service Data Management.* We empower business personnel, who are the authors and ultimate owners of unstructured data, to grant and review data privileges and activity based on accessibility, context and usage, enabling more effective classification, migration, disposition and

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**Table of Contents**

control. Historically, enterprises have relied on IT personnel to perform these tasks based on a generic set of policies or rules. This frequently led to excessive access privileges, stale, unused data or lost ownership. Our platform also allows business personnel to request access to desired folders through a self-service web portal that filters and routes the request to system-identified managers of data. Our software also periodically proactively prompts business unit personnel to review access and provides intelligent recommendations on whether access should be revoked based on an analysis of historical usage and access patterns. Moreover, our software enables time-based authorizations, whereby access to selected data expires after a given time period. Our platform can also be used by IT personnel to simulate and evaluate the impact of permission changes before actually implementing the change.

*Intelligently Archive, Quarantine and Migrate Data.* Enterprises store data in many places and must frequently move or delete it for various reasons, including compliance with retention policies, IT infrastructure upgrades, better accessibility, legal matters, security, disk space savings, corporate restructurings, divestitures or easier employee accessibility, such as moving all data pertaining to a given project into a Sharepoint folder for group collaboration. Many existing data migration and archiving solutions utilize time stamps to determine which data to move. Our Metadata Framework empowers businesses to search for data that meets specific criteria, such as its usage or lack thereof, its content, its file system attributes, and its accessibility, and then execute the automatic deletion, copy, move or migration of this data on a one time or recurring schedule. Our platform can migrate data across storage platforms and domains.

*Create Secure Hybrid Clouds for Content Collaboration.* Employees are increasingly storing corporate data in public cloud services for remote working purposes, quick access from smartphones or tablets or sharing with external business partners, often without corporate approval or oversight. This can result in a significant amount of proprietary and regulated data leaking on to non-corporate devices outside of enterprise controls. Our DatAnywhere software helps enterprises overcome this problem by allowing them to offer the productivity gains, ease of use, and mobile device access typically associated with public cloud services, while ensuring their data stays on their existing IT infrastructure and adheres to existing policies and controls.

*Highlight Abnormal Usage Activity.* Our software automatically generates alerts when an employee's data usage deviates from his or her historical patterns, such as accessing or deleting an abnormally large number of files. This functionality acts as a safeguard for enterprises to protect their data against misuse or theft and also provides other valuable insights, such as early detection of upcoming resignations.

*Identify and Secure High-Risk Data.* Enterprises need the ability to restrict access to confidential or proprietary files and information. For example, data belonging to key business functions such as finance, human resources, legal, or research and development, as well as stored customer data, such as credit card numbers, or social security numbers, constitute critical business assets that should be accessible by only the appropriate employees. Our platform allows enterprises to identify and remediate data lacking the appropriate level of security thereby reducing potential data theft, loss or misuse.

**Our Growth Strategy**

Our objective is to be the primary vendor to which enterprises turn to analyze, protect and transform into actionable intelligence their human-generated data. The following are key elements of our growth strategy:

extending our technological capabilities through innovation;

growing our customer base;

increasing sales to existing customers;

growing our sales force;

growing sales from our recently introduced products;

**Table of Contents**

establishing our metadata framework as the industry standard; and

continuing our international expansion.

**Risk Factors**

Investing in our common stock involves risks. You should carefully consider the risks described in Risk Factors beginning on page 13 before making a decision to invest in our common stock. If any of these risks actually occurs, our business, financial condition or results of operations would likely be materially adversely affected. In such case, the trading price of our common stock would likely decline, and you may lose all or part of your investment. The following is a summary of some of the principal risks we face:

the market for our software that maps, analyzes, manages and migrates human-generated unstructured data is new and unproven and may not grow;

our quarterly results of operations have fluctuated and may fluctuate significantly due to variability in our revenues, which could adversely impact our share price;

our ability to hire, integrate and retain highly qualified engineers and productive sales and marketing personnel is critical to our success and growth;

if we fail to manage our rapid growth effectively, our business and results of operations will be adversely affected;

our failure to continually enhance and improve our human-generated unstructured data technology could adversely affect sales of our products;

we are dependent on the continued services and performance of our two founders, the loss of either of whom could adversely affect our business, results of operations and financial condition;

we may face increased competition in our market;

we have a history of losses, and we may not be profitable in the future;

we have a limited operating history, which makes it difficult to evaluate and predict our future prospects and may increase the risk that we will not be successful; and

concentration of our ownership among our executive officers, directors and their affiliates may prevent new investors from influencing significant corporate decisions.

**Industry Data**

This prospectus includes data, forecasts and information obtained from industry publications and surveys and other information available to us. Some data is also based on our good faith estimates, which are derived from management's knowledge of the industry and independent sources. We have not independently verified any of the data from third-party sources, nor have we ascertained the underlying assumptions relied upon therein. While we are not aware of any misstatements regarding the industry data presented herein, estimates and forecasts involve uncertainties and risks and are subject to change based on various factors, including those discussed under the headings "Special Note Regarding Forward-Looking Statements" and "Risk Factors" in this prospectus. Furthermore, the IDC Study was sponsored by EMC Corporation, one of our largest channel partners and the holder of approximately 6.4% of our outstanding common stock (assuming the conversion of all of our preferred stock into common stock, which will occur immediately prior to the closing of this offering).



## **Table of Contents**

### **Our Principal Stockholders**

Following the completion of this offering, our executive officers and directors, and 5% or greater stockholders consisting of Accel Europe Funds, Evergreen IV, LP, Pitango Venture Capital Funds, J.P. Morgan Affiliated Funds and EMC Corporation will beneficially own approximately 77.8% of our outstanding common stock, or 75.4% if the underwriters exercise their option in full to purchase additional shares.

### **Company Information**

We were incorporated as a Delaware corporation in November 2004. Our principal executive office is located at 1250 Broadway, 31st Floor, New York, New York 10001. The telephone number at our principal executive office is (877) 292-8767. Our website address is [www.varonis.com](http://www.varonis.com). We do not incorporate the information on, or accessible through, our website into this prospectus, and you should not consider any information on, or that can be accessed through our website as part of this prospectus. We have included our website address in this prospectus solely for informational purposes.

We use various trademarks and trade names in our business, including, without limitation, Varonis, DatAdvantage, DataPrivilege, IDU Data Classification Framework, Metadata Framework, IDU Analytics, Data Transport Engine, DatAnywhere. This prospectus also contains trademarks and trade names of other businesses that are the property of their respective holders. We have omitted the ® and ™ designations, as applicable, for the trademarks we name in this prospectus.

**Table of Contents**

**THE OFFERING**

Common stock offered by us	4,800,000 shares.
Option to purchase additional shares	The underwriters have a 30-day option to purchase 500,436 shares from us and 219,564 shares from the selling stockholder.
Common stock to be outstanding after this offering	23,835,455 shares (24,335,891 shares if the underwriters exercise their option in full to purchase additional shares).
Use of proceeds	<p>Our net proceeds from this offering will be approximately \$95.7 million (or approximately \$105.9 million if the underwriters exercise their option in full to purchase additional shares) after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We will not receive any proceeds from the sale of shares of common stock by the selling stockholder.</p> <p>We intend to use the net proceeds we receive from this offering for general corporate purposes, including headcount expansion, working capital, sales and marketing activities, research and product development, general and administrative matters, and capital expenditures. See Use of Proceeds.</p>
Nasdaq Global Select Market symbol	VRNS
The number of shares of our common stock to be outstanding after this offering is based on 19,035,455 shares of our common stock outstanding as of December 31, 2013. The number of shares of common stock to be outstanding after this offering excludes, as of December 31, 2013:	

3,341,539 shares of common stock reserved for issuance under our equity incentive plans as of December 31, 2013, of which options to purchase 3,285,075 shares of common stock had been granted at a weighted average exercise price of \$4.04 per share; and

93,176 shares of common stock issuable upon the exercise of outstanding warrants to purchase Series C preferred stock at an exercise price of \$4.56 per share and 29,396 shares of common stock issuable upon the exercise of outstanding warrants to purchased Series E preferred stock at an exercise price of \$11.48 per share.

Unless otherwise indicated, the information in this prospectus assumes the following:

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the filing of our amended and restated certificate of incorporation and the adoption of our amended and restated bylaws, which will occur immediately prior to the closing of this offering;

the conversion of all outstanding shares of preferred stock into 15,082,141 shares of common stock, which will occur immediately prior to the closing of this offering; and

no exercise by the underwriters of their option to purchase additional shares.

**Table of Contents****SUMMARY CONSOLIDATED FINANCIAL DATA**

The following table summarizes our consolidated financial data. We have derived the summary consolidated statement of operations data for the years ended December 31, 2011, 2012 and 2013 and the consolidated balance sheet data as of December 31, 2013 from our audited consolidated financial statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results to be expected in any future period. You should read the following summary consolidated financial data in conjunction with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements, related notes and other financial information included elsewhere in this prospectus.

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>(In thousands, except share and per share data)</b>		
<b>Consolidated Statement of Operations Data:</b>			
Revenues:			
Licenses	\$ 25,436	\$ 31,606	\$ 43,488
Maintenance and services	14,343	21,804	31,128
<b>Total revenues</b>	<b>39,779</b>	<b>53,410</b>	<b>74,616</b>
Cost of revenues <sup>(1)</sup>	3,524	4,928	6,476
<b>Gross profit</b>	<b>36,255</b>	<b>48,482</b>	<b>68,140</b>
Operating costs and expenses:			
Research and development <sup>(1)</sup>	13,049	15,034	20,973
Sales and marketing <sup>(1)</sup>	22,095	30,036	44,131
General and administrative <sup>(1)</sup>	4,514	4,966	8,881
<b>Total operating expenses</b>	<b>39,658</b>	<b>50,036</b>	<b>73,985</b>
<b>Operating loss</b>	<b>(3,403)</b>	<b>(1,554)</b>	<b>(5,845)</b>
Financial expenses, net	(171)	(3,045)	(1,274)
<b>Loss before income taxes</b>	<b>(3,574)</b>	<b>(4,599)</b>	<b>(7,119)</b>
Income taxes	(224)	(247)	(356)
<b>Net loss</b>	<b>\$ (3,798)</b>	<b>\$ (4,846)</b>	<b>\$ (7,475)</b>
Net loss per share of common stock, basic and diluted <sup>(2)</sup>	\$ (1.10)	\$ (1.29)	\$ (1.93)
Weighted average shares used to compute net loss per share attributable to common stockholders, basic and diluted <sup>(2)</sup>			
	3,460,612	3,756,761	3,880,761
Pro forma net loss per share attributable to common stockholders, basic and diluted <sup>(3)</sup>			\$ (0.39)

Pro forma weighted average shares outstanding used to compute pro forma net loss per share, basic and diluted <sup>(3)</sup>	18,964,356
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**Table of Contents**

	As of December 31, 2013		
	Actual	Pro Forma <sup>(4)</sup> (In thousands)	Pro Forma as Adjusted <sup>(5)</sup>
<b>Consolidated Balance Sheet Data:</b>			
Cash, cash equivalents and short-term deposits <sup>(6)</sup>	\$ 13,977	\$ 13,977	\$ 110,623
Working capital	3,376	3,376	100,780
Total assets	47,254	47,254	142,703
Deferred revenues, current and long-term	28,700	28,700	28,700
Warrants to purchase convertible preferred stock	2,866		
Convertible preferred stock	43,775		
Total stockholders' equity (deficiency)	(43,008)	3,633	99,840

	Year Ended December 31,		
	2011	2012 (In thousands)	2013
<b>Other Financial Data:</b>			
Non-GAAP operating loss <sup>(7)(8)</sup>	\$ (3,168)	\$ (706)	\$ (4,057)
Non-GAAP net loss <sup>(7)(9)</sup>	(3,796)	(803)	(4,179)

(1) Includes non-cash stock-based compensation as follows:

	Year Ended December 31,		
	2011	2012 (In thousands)	2013
Cost of revenues	\$ 12	\$ 41	\$ 39
Research and development	81	327	551
Sales and marketing	103	284	841
General and administrative	39	196	357
Total	\$ 235	\$ 848	\$ 1,788

- (2) Basic and diluted net loss per share of common stock is computed based on the weighted average number of shares of common stock outstanding during each period. For additional information, see Note 2.v to our consolidated financial statements included elsewhere in this prospectus.
- (3) Pro forma net loss per share and pro forma weighted average shares outstanding give effect to (i) the conversion immediately prior to the closing of this offering of all outstanding shares of preferred stock into 15,082,141 shares of common stock and (ii) the resulting reclassification immediately prior to the closing of this offering of warrants to purchase preferred stock into warrants to purchase common stock, but does not include the issuance of shares of common stock in connection with this offering.

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- (4) Pro forma gives effect to (i) the conversion immediately prior to the closing of this offering of all outstanding shares of preferred stock into 15,082,141 shares of common stock and (ii) the resulting reclassification immediately prior to the closing of this offering of the warrants to purchase convertible preferred stock into additional paid-in capital.
- (5) Pro forma as adjusted gives effect to (i) such conversion and reclassification as discussed in footnote (4) above and (ii) the issuance and sale of common stock by us in this offering at the initial public offering price of \$22.00 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

**Table of Contents**

- (6) Cash, cash equivalents and short-term deposits reflect the payment of approximately \$0.9 million of transaction expenses through December 31, 2013.
- (7) We believe that the use of non-GAAP operating loss and non-GAAP net loss is helpful to our investors. These measures, which we refer to as our non-GAAP financial measures, are not prepared in accordance with GAAP. We calculate non-GAAP operating loss as operating loss excluding stock-based compensation expense related to employees and consultants. We calculate non-GAAP net loss as net loss excluding (i) non-cash stock-based compensation expense related to employees and consultants, and (ii) financial expenses resulting from the revaluation of warrants to purchase convertible preferred stock. Because of varying available valuation methodologies, subjective assumptions and the variety of equity instruments that can impact a company's non-cash expense, we believe that providing non-GAAP financial measures that exclude non-cash stock-based compensation expense related to employees and consultants allow for more meaningful comparisons between our operating results from period to period. In addition, we believe that excluding financial expenses with respect to revaluation of warrants to purchase convertible preferred stock allows for more meaningful comparison between our net loss from period to period, as following this offering, the warrants will be automatically converted into warrants to purchase our common stock, and as a result, will no longer be revalued at each balance sheet date. Each of our non-GAAP financial measures is an important tool for financial and operational decision making and for evaluating our own operating results over different periods of time.

The non-GAAP financial data are not measures of our financial performance under U.S. GAAP and should not be considered as alternatives to operating loss or net loss or any other performance measures derived in accordance with GAAP. Our non-GAAP financial measures may not provide information that is directly comparable to that provided by other companies in our industry, as other companies in our industry may calculate non-GAAP financial results differently, particularly related to non-recurring, unusual items. In addition, there are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with GAAP, may be different from non-GAAP financial measures used by other companies and exclude expenses that may have a material impact on our reported financial results. Further, non-cash stock-based compensation expense related to employees and consultants has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of the compensation provided to our employees. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with GAAP. We urge our investors to review the reconciliation of our non-GAAP financial measures to the comparable GAAP financial measures included below, and not to rely on any single financial measures to evaluate our business.

- (8) The following table reconciles operating loss to non-GAAP operating loss:

	<b>2011</b>	<b>Year Ended December 31, 2012</b>	<b>2013</b>
	<b>(In thousands)</b>		
Operating loss	\$ (3,403)	\$ (1,554)	\$ (5,845)
Excluding: non-cash stock-based compensation expense	235	848	1,788
<b>Non-GAAP operating loss</b>	<b>\$ (3,168)</b>	<b>\$ (706)</b>	<b>\$ (4,057)</b>





**Table of Contents**

(9) The following table reconciles net loss to non-GAAP net loss:

	2011	Year Ended December 31, 2012	2013
	(In thousands)		
Net loss	\$(3,798)	\$(4,846)	\$(7,475)
Excluding: non-cash stock-based compensation expense	235	848	1,788
Excluding: revaluation of convertible stock warrants	(233)	3,195	1,508
Non-GAAP net loss	\$(3,796)	\$ (803)	\$(4,179)

**Table of Contents**

**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. You should carefully consider the following risks and all other information contained in this prospectus, including our consolidated financial statements and the related notes thereto, before investing in our common stock. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, also may become important factors that affect us. If any of the following risks materialize, our business, financial condition and results of operations could be materially harmed. In that case, the trading price of our common stock could decline, and you may lose some or all of your investment.*

**Risks Related to Our Business and Industry**

*The market for software that maps, analyzes, manages and migrates human-generated unstructured data is new and unproven and may not grow.*

We believe our future success depends in large part on the growth of the market for software that enables enterprises to map, analyze, manage and migrate their human-generated, unstructured data. In order for us to market and sell our products, we must successfully demonstrate to enterprise IT and business personnel the potential value of their human-generated data and persuade them to devote a portion of their budgets to the single integrated solution that we offer to manage, protect and extract value from this resource. We cannot provide any assurance that enterprises will recognize the need for our products or, if they do, that they will decide that they need a solution that offers the range of functionalities that we offer. Software solutions focused on human-generated unstructured data may not yet be viewed as a necessity by enterprises, and accordingly, our sales effort is and will be focused in large part on explaining the need for, and value offered by, our solution. We can provide no assurance that the market for our solution will continue to grow at its current rate or at all. The failure of the market to develop would materially adversely impact our results of operations.

*Our quarterly results of operations have fluctuated and may fluctuate significantly due to variability in our revenues which could adversely impact our share price.*

Our revenues and other results of operations have fluctuated from quarter to quarter in the past and could continue to fluctuate in the future. Our revenues depend in part on the conversion of enterprises that have installed an evaluation license for our software into paying customers. In this regard, most of our sales are typically made during the last three weeks of every quarter. We may fail to meet market expectations for that quarter if we are unable to close the number of transactions that we expect during this short period and closings are deferred to a subsequent quarter. In addition, our sales cycle from initial contact to delivery of and payment for the software license generally becomes longer and less predictable with respect to large transactions and often involves multiple meetings or consultations at a substantial cost and time commitment to us. Although we try to minimize the potential impact of large transactions on our quarterly results of operations, the closing of a large transaction in a particular quarter may make it more difficult for us to meet market expectations in subsequent quarters and our failure to close a large transaction may adversely impact our revenues in a particular quarter. In addition, we base our current and future expense levels on our revenue forecasts and operating plans, and our expenses are relatively fixed in the short term. Accordingly, we would likely not be able to reduce our costs sufficiently to compensate for an unexpected shortfall in revenues and even a relatively small decrease in revenues could disproportionately and adversely affect our financial results for that quarter. The variability and unpredictability of these and other factors could result in our failing to meet or exceed financial expectations for a given period.

*The ability to attract, recruit and retain highly qualified engineers is critical to our success and growth.*

Our future success and growth depends, in part, on our ability to continue to recruit and retain highly skilled personnel, particularly engineers. Any of our employees may terminate their employment at any time and competition for highly skilled engineering personnel is frequently intense, especially in Israel, where we have a

**Table of Contents**

substantial presence and need for qualified engineers. Moreover, to the extent we hire personnel from other companies, we may be subject to allegations that they have been improperly solicited or divulged proprietary or other confidential information. If we are unable to attract or retain qualified engineers, our ability to innovate, introduce new products and compete would be adversely impacted, and our financial condition and results of operations may suffer.

***A failure to hire and integrate additional sales and marketing personnel or maintain their productivity could adversely affect our results of operations and growth prospects.***

Our business requires intensive sales and marketing activities. Our sales and marketing personnel are essential to attracting new customers and expanding sales to existing customers, both of which are key to our future growth. We face a number of challenges in successfully expanding our sales force. We must locate and hire a significant number of qualified individuals, and competition for such individuals is intense. In addition, as we expand into new markets with which we have less familiarity, we will need to recruit individuals who are multilingual or who have skills particular to a certain geography, and it may be difficult to find candidates with those qualifications. We may be unable to achieve our hiring or integration goals due to a number of factors, including, but not limited to, the number of individuals we hire, challenges in finding individuals with the correct background due to increased competition for such hires and increased attrition rates among new hires. Furthermore, based on our past experience, it often can take up to one year before a new sales force member is trained and operating at a level that meets our expectations. We invest significant time and resources in training new members of our sales force and we may be unable to achieve our target performance levels with new sales personnel as rapidly as we have done in the past due to larger numbers of hires or lack of experience training sales personnel to operate in new jurisdictions. Our failure to hire a sufficient number of qualified individuals, or to integrate new sales force members within the time periods we have achieved historically, may materially impact our projected growth rate.

***If we fail to manage our rapid growth effectively, our business and results of operations will be adversely affected.***

We have experienced rapid growth in a relatively short period of time. Our revenues grew from \$39.8 million in 2011 to \$74.6 million in 2013. Our number of employees and independent contractors increased from 281 as of December 31, 2011 to 573 as of December 31, 2013. During this period, we also established and expanded our operations in a number of countries outside the United States. We intend to continue to aggressively grow our business. For example, we plan to continue to hire new employees, particularly in our sales and marketing and research and development groups. If we cannot adequately train these new employees, including our sales force, software engineers and customer support staff, our sales may not grow at the rates we project or our customers may lose confidence in the knowledge and capability of our employees. In addition, we are expanding our current operations, including in additional countries where we have not previously had a presence, and we intend to make direct and substantial investments to continue our expansion efforts. We must successfully manage our growth to achieve our objectives. Although our business has experienced significant growth in the past, we cannot provide any assurance that our business will continue to grow at the same rate, or at all.

Our ability to effectively manage any significant growth of our business will depend on a number of factors, including our ability to do the following:

effectively recruit, integrate, train and motivate a large number of new employees, including our sales force and engineers, while retaining existing employees, maintaining the beneficial aspects of our corporate culture and effectively executing our business plan;

satisfy existing customers and attract new customers;

effectively manage existing channel partnerships and expand to new ones;

successfully introduce new products and enhancements;

**Table of Contents**

improve our key business applications and processes to support our business needs;

enhance information and communication systems to ensure that our employees and offices around the world are well-coordinated and can effectively communicate with each other and our growing customer base;

enhance our internal controls to ensure timely and accurate reporting of all of our operations and financial results;

protect and further develop our strategic assets, including our intellectual property rights; and

make sound business decisions in light of the scrutiny associated with operating as a public company.

These activities will require significant investments and allocation of valuable management and employee resources, and our growth will continue to place significant demands on our management and our operational and financial infrastructure. There are no guarantees we will be able to grow our business in an efficient or timely manner, or at all. Moreover, if we do not effectively manage the growth of our business and operations, the quality of our software could suffer, which could negatively affect our brand, results of operations and overall business.

***Our failure to continually enhance and improve our human-generated unstructured data technology could adversely affect sales of our products.***

The market is characterized by the exponential growth in human-generated unstructured data, rapid technological advances, changes in customer requirements, including customer requirements driven by changes to legal, regulatory and self-regulatory compliance mandates, frequent new product introductions and enhancements and evolving industry standards in computer hardware and software technology. As a result, we must continually change and improve our products in response to changes in operating systems, application software, computer and communications hardware, networking software, data center architectures, programming tools and computer language technology. Moreover, the technology in our products is especially complex because it needs to effectively identify and respond to a user's data retention, security and governance needs, while minimizing the impact on database and file system performance. Our products must also successfully interoperate with products from other vendors.

We cannot guarantee that we will be able to anticipate future market needs and opportunities or be able to extend our technological expertise and develop new products or expand the functionality of our current products in a timely manner or at all. Even if we are able to anticipate, develop and introduce new products and expand the functionality of our current products, there can be no assurance that enhancements or new products will achieve widespread market acceptance.

Our product enhancements or new products could fail to attain sufficient market acceptance for many reasons, including:

failure to accurately predict market demand in terms of product functionality and to supply products that meet this demand in a timely fashion;

inability to interoperate effectively with the database technologies and file systems of prospective customers;

defects, errors or failures;

negative publicity or customer complaints about performance or effectiveness; and

poor business conditions, causing customers to delay IT purchases.

If we fail to anticipate market requirements or stay abreast of technological changes, we may be unable to successfully introduce new products, expand the functionality of our current products or convince our customers and potential customers of the value of our solutions in light of new technologies. Accordingly, our business, results of operations and financial condition could be materially and adversely affected.



**Table of Contents**

*We are dependent on the continued services and performance of our two founders, the loss of either of whom could adversely affect our business.*

Our future performance depends on the continued services and continuing contributions of our two founders, Yakov Faitelson, our Chief Executive Officer and President, and Ohad Korkus, our Chief Technology Officer, to execute on our business plan, and to identify and pursue new opportunities and product innovations. The loss of services of either of Mr. Faitelson or Mr. Korkus could significantly delay or prevent the achievement of our development and strategic objectives. We carry key-man insurance on Mr. Faitelson and Mr. Korkus; however, the amount of any such insurance would likely be insufficient to compensate for the impact of losing their services.

*We may face increased competition in our market.*

While there are some companies which offer certain features similar to those imbedded in our solutions, as well as others with whom we compete in certain tactical use cases, we believe that we do not currently compete with a company that offers the same breadth of functionalities that we offer in a single integrated solution. Nevertheless, we do compete against a select group of software vendors that provide standalone solutions, similar to those found in our comprehensive software suite, in the specific markets in which we operate. We also face direct competition with respect to certain of our products, specifically DatAnywhere, Data Transport Engine and DatAdvantage for Directory Services. In the future, as customer requirements evolve and new technologies are introduced, we may experience increased competition if established or emerging companies develop solutions that address the human-generated unstructured data market. Furthermore, because we operate in a relatively new and evolving area, we anticipate that competition will increase based on customer demand for these types of products.

In particular, if a more established company were to target our market, we may face significant competition. They may have competitive advantages, such as greater name recognition, larger sales, marketing, research and acquisition resources, access to larger customer bases and channel partners, a longer operating history and lower labor and development costs, which may enable them to respond more quickly to new or emerging technologies and changes in customer requirements or devote greater resources to the development, promotion and sale of their products than we do. Increased competition could result in us failing to attract customers or maintain licenses at the same rate. It could also lead to price cuts, alternative pricing structures or the introduction of products available for free or a nominal price, reduced gross margins, longer sales cycles and loss of market share.

In addition, our current or prospective channel partners may establish cooperative relationships with any future competitors. These relationships may allow future competitors to rapidly gain significant market share. These developments could also limit our ability to obtain revenues from existing and new customers.

Our ability to compete successfully in our market will also depend on a number of factors, including ease and speed of product deployment and use, the quality and reliability of our customer service and support, total cost of ownership, return on investment and brand recognition. Any failure by us to successfully address current or future competition in any one of these or other areas may reduce the demand for our products and adversely affect our business, results of operations and financial condition.

*We have a history of losses, and we may not be profitable in the future.*

We have incurred net losses in each year since our inception, including net losses of \$3.8 million in 2011, \$4.8 million in 2012 and \$7.5 million in 2013. Because the market for our software is rapidly evolving and has not yet reached widespread adoption, it is difficult for us to predict our future results of operations. We expect our operating expenses to increase over the next several years as we hire additional personnel, particularly in sales and marketing and research

and development groups, expand and improve the effectiveness of our distribution channels, and continue to develop features and applications for our software.

**Table of Contents**

*We have a limited operating history, which makes it difficult to evaluate and predict our future prospects and may increase the risk that we will not be successful.*

We were established in 2004 and have a short history operating our business. This limited operating history, as well as the early stage of our relationships with many of our channel partners and customers, makes financial forecasting and evaluation of our business difficult. We also operate in a new and growing market that may not develop as expected. Because we depend in part on the market's acceptance of our products, it is difficult to evaluate trends that may affect our business. If our assumptions regarding these trends and uncertainties, which we use to plan our business, are incorrect or change in reaction to changes in the market, our operating and financial results could differ materially from our expectations and our business could suffer.

Our future success will depend in large part on our ability to, among other things:

maintain and expand our business, including our customer base and operations, to support our growth, both domestically and internationally;

develop new products and services and bring products and services in beta to market;

renew maintenance and support agreements with, and sell additional products to, existing customers;

hire, integrate, train and retain skilled talent, including members of our sales force and software engineers; and

maintain compliance with applicable governmental regulations and other legal obligations, including those related to intellectual property, international sales and taxation.

If we fail to address these and other risks and difficulties, our business will be adversely affected and our business, operations and financial results will suffer.

*Prolonged economic uncertainties or downturns could materially adversely affect our business.*

Our business depends on our current and prospective customers' ability and willingness to invest money in information technology services, which in turn is dependent upon their overall economic health. Negative conditions in the general economy both in the United States and abroad, including conditions resulting from financial and credit market fluctuations and terrorist attacks on the United States, Europe, Asia Pacific or elsewhere, could cause a decrease in corporate spending on enterprise software in general.

Continuing uncertainty in the global economy, particularly in Europe, which accounted for approximately one-third of our revenues in 2013, makes it extremely difficult for our customers and us to forecast and plan future business activities accurately, and could cause our customers to reevaluate decisions to purchase our product or to delay their purchasing decisions, which could lengthen our sales cycles.

We have a significant number of customers in the financial services, the public sector and the pharmaceutical and manufacturing industries. A substantial downturn in any of these industries, or a reduction in public sector spending, may cause enterprises to react to worsening conditions by reducing their capital expenditures in general or by specifically reducing their spending on information technology. Customers may delay or cancel information technology projects, choose to focus on in-house development efforts or seek to lower their costs by renegotiating maintenance and support agreements. To the extent purchases of licenses for our software are perceived by customers and potential customers to be discretionary, our revenues may be disproportionately affected by delays or reductions in general information technology spending. In addition, the increased pace of consolidation in certain industries may result in reduced overall spending on our software. If the economic conditions of the general economy or industries in which we operate worsen from present levels, our business, results of operations and financial condition could be adversely affected.

## **Table of Contents**

*If we are unable to maintain successful relationships with our channel partners, our business could be adversely affected.*

We rely on channel partners, such as distribution partners and resellers, to sell licenses and support and maintenance agreements for our software. In 2013, our channel partners fulfilled the vast majority of our sales, and we expect that sales to channel partners will continue to account for a substantial portion of our revenues for the foreseeable future. Our ability to achieve revenue growth in the future will depend in part on our success in maintaining successful relationships with our channel partners, and particularly the relationships we have with our larger channel partners, such as EMC, which accounted for 6.1% of our revenues for the year ended December 31, 2013.

Our agreements with our channel partners are generally non-exclusive, meaning our channel partners may offer customers the products of several different companies. If our channel partners do not effectively market and sell our software, choose to use greater efforts to market and sell their own products or those of others, or fail to meet the needs of our customers, our ability to grow our business, sell our software and maintain our reputation may be adversely affected. Our contracts with our channel partners generally allow them to terminate their agreements for any reason upon 30 days' notice. The loss of a substantial number of our channel partners, our possible inability to replace them, or the failure to recruit additional channel partners could materially and adversely affect our results of operations. If we are unable to maintain our relationships with these channel partners, our business, results of operations, financial condition or cash flows could be adversely affected.

*If our technical support or professional services are not satisfactory to our customers, they may not renew their maintenance and support agreements or buy future products, which could adversely affect our future results of operations.*

Our business relies on our customers' satisfaction with the technical support and professional services we provide to support our products. While substantially all of our software is sold under perpetual license agreements, all of our maintenance and support agreements are sold on a term basis. Our customers typically purchase one year of software maintenance and support as part of their initial purchase of our products, with an option to renew their maintenance agreements. In order for us to maintain and improve our results of operations, it is important that our existing customers renew their maintenance and support agreements when the contract term expires. For example, our maintenance renewal rate for each of the years ended December 31, 2011, 2012 and 2013 was over 90% and maintenance and service revenues have increased as a percentage of our revenues in each of such years.

If we fail to provide technical support services that are responsive, satisfy our customers' expectations and resolve issues that they encounter with our products and services, then they may elect not to purchase or renew annual maintenance and support contracts and they may choose not to purchase additional products and services from us. Accordingly, our failure to provide satisfactory technical support or professional services could lead our customers not to renew their agreements with us or renew on terms less favorable to us, and therefore have a material and adverse effect on our business and results of operations.

*Because we derive substantially all of our revenues and cash flows from sales of licenses for a single platform of products, failure of the four products in the platform to satisfy customers or to achieve increased market acceptance would adversely affect our business.*

In 2013, we generated substantially all of our revenues from sales of licenses for our platform of products that encompasses four of our current products, DatAdvantage, DataPrivilege, IDU Classification Framework and Data Transport Engine. Revenues derived from the sale of our only other product, DatAnywhere, are currently insignificant. We expect to continue to derive a majority of our revenues from license sales relating to this platform in

the future. As such, market acceptance of this platform of products is critical to our continued success. Demand for licenses for our platform of products is affected by a number of factors, some of which are outside of our control, including continued market acceptance of our software by referenceable accounts for

## **Table of Contents**

existing and new use cases, technological change and growth or contraction in our market. We expect the proliferation of unstructured data to lead to an increase in the data analysis demands, and data security and retention concerns, of our customers, and our software, including the software underlying our platform of products, may not be able to scale and perform to meet those demands. If we are unable to continue to meet customer demands or to achieve more widespread market acceptance of our software, our business, operations, financial results and growth prospects will be materially and adversely affected.

### ***Failure to protect our proprietary technology and intellectual property rights could substantially harm our business.***

The success of our business depends on our ability to obtain, protect and enforce our trade secrets, trademarks, copyrights, patents and other intellectual property rights. We attempt to protect our intellectual property under patent, trademark, copyrights and trade secret laws, and through a combination of confidentiality procedures, contractual provisions and other methods, all of which offer only limited protection.

As of January 31, 2014, we had 10 issued patents in the United States and 45 pending U.S. patent applications. We also had two patents issued and 49 applications pending for examination in non-U.S. jurisdictions, and 42 pending Patent Cooperation Treaty, or PCT, patent applications, all of which are counterparts of our U.S. patent applications. We may file additional patent applications in the future. The process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner all the way through to the successful issuance of a patent. We may choose not to seek patent protection for certain innovations and may choose not to pursue patent protection in certain jurisdictions. Furthermore, it is possible that our patent applications may not issue as granted patents, that the scope of our issued patents will be insufficient or not have the coverage originally sought, that our issued patents will not provide us with any competitive advantages, and that our patents and other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. In addition, issuance of a patent does not guarantee that we have an absolute right to practice the patented invention. Our policy is to require our employees (and our consultants and service providers that develop intellectual property included in our products) to execute written agreements in which they assign to us their rights in potential inventions and other intellectual property created within the scope of their employment (or, with respect to consultants and service providers, their engagement to develop such intellectual property), but we cannot assure you that we have adequately protected our rights in every such agreement or that we have executed an agreement with every such party. Finally, in order to benefit from patent and other intellectual property protection, we must monitor, detect and pursue infringement claims in certain circumstances in relevant jurisdictions, all of which is costly and time-consuming. As a result, we may not be able to obtain adequate protection or to enforce our issued patents or other intellectual property effectively.

In addition to patented technology, we rely on our unpatented proprietary technology and trade secrets. Despite our efforts to protect our proprietary technologies and our intellectual property rights, unauthorized parties, including our employees, consultants, service providers or customers, may attempt to copy aspects of our products or obtain and use our trade secrets or other confidential information. We generally enter into confidentiality agreements with our employees, consultants, service providers, vendors, channel partners and customers, and generally limit access to and distribution of our proprietary information and proprietary technology through certain procedural safeguards. These agreements may not effectively prevent unauthorized use or disclosure of our intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our intellectual property or technology. We cannot assure you that the steps taken by us will prevent misappropriation of our trade secrets or technology or infringement of our intellectual property. In addition, the laws of some foreign countries where we operate do not protect our proprietary rights to as great an extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the United States.

Moreover, industries in which we operate, such as data security, data retention and data governance are characterized by the existence of a large number of relevant patents and frequent claims and related litigation



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**Table of Contents**

regarding patent and other intellectual property rights. From time to time, third parties have asserted and may assert their patent, copyright, trademark and other intellectual property rights against us, our channel partners or our customers. Successful claims of infringement or misappropriation by a third party could prevent us from distributing certain products or performing certain services or could require us to pay substantial damages (including, for example, treble damages if we are found to have willfully infringed patents and increased statutory damages if we are found to have willfully infringed copyrights), royalties or other fees. Such claims also could require us to cease making, licensing or using solutions that are alleged to infringe or misappropriate the intellectual property of others or to expend additional development resources to attempt to redesign our products or services or otherwise to develop non-infringing technology. Even if third parties may offer a license to their technology, the terms of any offered license may not be acceptable, and the failure to obtain a license or the costs associated with any license could cause our business, results of operations or financial condition to be materially and adversely affected. In some cases, we indemnify our channel partners and customers against claims that our products infringe the intellectual property of third parties. Defending against claims of infringement or being deemed to be infringing the intellectual property rights of others could impair our ability to innovate, develop, distribute and sell our current and planned products and services. If we are unable to protect our intellectual property rights and ensure that we are not violating the intellectual property rights of others, we may find ourselves at a competitive disadvantage to others who need not incur the additional expense, time and effort required to create the innovative products that have enabled us to be successful to date.

***Interruptions or performance problems associated with our website or support website may adversely affect our business.***

Our continued growth depends in part on the ability of our existing and potential customers to quickly access our website and support website. Access to our support website is also imperative to our daily operations and interaction with customers, as it allows customers to download our software, fixes and patches, as well as open and respond to support tickets and register license keys for evaluation or production purposes. We have experienced, and may in the future experience, website disruptions, outages and other performance problems due to a variety of factors, including natural disasters, infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of users accessing our website simultaneously and denial of service or fraud or security attacks. In some instances, we may not be able to identify the cause or causes of these website performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve the performance of our websites, especially during peak usage times and as our software becomes more complex and our user traffic increases. If our websites are unavailable or if our users are unable to download our software, patches or fixes within a reasonable amount of time or at all, we may suffer reputational harm and our business would be negatively affected.

***Real or perceived errors, failures or bugs in our software could adversely affect our growth prospects.***

Because our software uses complex technology, undetected errors, failures or bugs may occur. Our software is often installed and used in a variety of computing environments with different operating system management software, and equipment and networking configurations, which may cause errors or failures of our software or other aspects of the computing environment into which it is deployed. In addition, deployment of our software into computing environments may expose undetected errors, compatibility issues, failures or bugs in our software. Despite testing by us, errors, failures or bugs may not be found in our software until it is released to our customers. Moreover, our customers could incorrectly implement or inadvertently misuse our software, which could result in customer dissatisfaction and adversely impact the perceived utility of our products as well as our brand. Any of these real or perceived errors, compatibility issues, failures or bugs in our software could result in negative publicity, reputational harm, loss of or delay in market acceptance of our software, loss of competitive position or claims by customers for losses sustained by them. In such an event, we may be required, or may choose, for customer relations or other

reasons, to expend additional resources in order to help correct the problem.

## **Table of Contents**

*If our software is perceived as not being secure, customers may reduce the use of or stop using our software, and we may incur significant liabilities.*

Our software involves the transmission of data between data stores, and between data stores and desktop and mobile computers, and may in the future involve the storage of data. Any security breaches with respect to such data could result in the loss of this information, litigation, indemnity obligations and other liabilities. While we have taken steps to protect the confidential information that we have access to, including confidential information we may obtain through our customer support services or customer usage of our products, we have no direct control over the substance of the content. Therefore, if customers use our software for the transmission of personally identifiable information and our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, our reputation could be damaged, our business may suffer and we could incur significant liability. Because techniques used to obtain unauthorized access or sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. While we maintain insurance coverage for some of the above events, the potential liabilities associated with these events could exceed the insurance coverage we maintain. Any or all of these issues could tarnish our reputation, negatively impact our ability to attract new customers or sell additional products to our existing customers, cause existing customers to elect not to renew their maintenance and support agreements or subject us to third-party lawsuits, regulatory fines or other action or liability, thereby adversely affecting our results of operations.

*We are subject to federal, state and industry privacy and data security regulations, which could result in additional costs and liabilities to us or inhibit sales of our software.*

Although our software does not transmit our customers' data to us, we collect and utilize demographic and other information, including personally identifiable information, from and about users (such as customers, potential customers and others) as they interact with us over the internet and otherwise provide us with information whether via our website or blog or through email or other means. Users may provide personal information to us in many contexts, including through our direct telephonic support service, blog alert sign-up, product purchase, survey registration, or when accessing our online support portals or using other community or social networking features. Because we may collect and utilize this information, we are subject to laws and regulations regarding the collection, use and disclosure of personal information. In the United States, these include rules and regulations promulgated under the authority of the Federal Trade Commission, the Health Insurance Portability and Accountability Act of 1996, or HIPAA, and state breach notification laws. Internationally, virtually every jurisdiction in which we operate has established its own data security and privacy legal framework with which we or our customers must comply, including the Data Protection Directive established in the European Union and the Federal Data Protection Act recently implemented in Germany.

Further, the regulatory framework for privacy issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Many federal, state and foreign government bodies and agencies have adopted or are considering adopting laws and regulations. In addition, privacy advocates and industry groups may propose new and different self-regulatory standards that either legally or contractually apply to us. Because the interpretation and application of privacy and data protection laws are still uncertain, it is possible that these laws may be interpreted and applied in a manner that is inconsistent with our existing data management practices or the features of our software. If so, in addition to the possibility of fines, lawsuits and other claims, we could be required to fundamentally change our business activities and practices or modify our software, which could have an adverse effect on our business. Any inability to adequately address privacy concerns, even if unfounded, or comply with applicable privacy or data protection laws, regulations and policies, could result in additional cost and liability to us, damage our reputation, inhibit sales and adversely affect our business.



**Table of Contents**

*Our use of open source software could negatively affect our ability to sell our software and subject us to possible litigation.*

We use open source software and expect to continue to use open source software in the future. Some open source software licenses require users who distribute open source software as part of their own software product to publicly disclose all or part of the source code to such software product or to make available any derivative works of the open source code on unfavorable terms or at no cost. We may face ownership claims of third parties over, or seeking to enforce the license terms applicable to, such open source software, including by demanding the release of the open source software, derivative works or our proprietary source code that was developed using such software. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our software, any of which would have a negative effect on our business and results of operations. In addition, if the license terms for the open source code change, we may be forced to re-engineer our software or incur additional costs. Finally, we cannot assure you that we have incorporated open source software into our own software in a manner that conforms with our current policies and procedures.

*Our business is highly dependent upon our brand recognition and reputation, and the failure to maintain or enhance our brand recognition or reputation may adversely affect our business.*

We believe that enhancing the Varonis brand identity and maintaining our reputation in the information technology industry is critical to our relationships with our customers and to our ability to attract new customers. Our brand recognition and reputation is dependent upon:

our ability to continue to offer high-quality, innovative and error- and bug-free products;

our ability to maintain customer satisfaction with our products;

our ability to be responsive to customer concerns and provide high quality customer support, training and professional services;

our marketing efforts;

any misuse or perceived misuse of our products;

positive or negative publicity;

interruptions, delays or attacks on our website; and

litigation or regulatory-related developments.

We may not be able to successfully promote our brand or maintain our reputation. In addition, independent industry analysts often provide reviews of our products, as well as other products available in the market, and perception of our product in the marketplace may be significantly influenced by these reviews. If these reviews are negative, or less positive than reviews about other products available in the market, our brand may be adversely affected. Furthermore, negative publicity relating to events or activities attributed to us, our employees, our channel partners or others associated with any of these parties, may tarnish our reputation and reduce the value of our brand. Damage to our reputation and loss of brand equity may reduce demand for our products and have an adverse effect on our business, results of operations and financial condition. Any attempts to rebuild our reputation and restore the value of our brand may be costly and time consuming, and such efforts may not ultimately be successful.

Moreover, it may be difficult to enhance our brand and maintain our reputation in connection with sales to channel partners. Promoting our brand requires us to make substantial expenditures, and we anticipate that the expenditures will increase as our market becomes more competitive, as we expand into new markets and geographies and as more sales are generated to our channel partners. To the extent that these activities yield increased revenues, these revenues may not offset the increased expenses we incur. If we do not successfully enhance our brand and maintain our reputation, our business may not grow, we may have reduced pricing power relative to competitors with stronger brands, and we could lose customers, all of which would adversely affect our business, operations and financial results.

**Table of Contents**

*Our long-term growth depends, in part, on being able to continue to expand internationally on a profitable basis, which subjects us to risks associated with conducting international operations.*

Historically, we have generated a majority of our revenues from customers in the United States. In 2013, approximately 57% of our total revenues were derived from sales in the United States. Nevertheless, we have operations across the globe, and we plan to continue to expand our international operations as part of our growth strategy. In particular, we expect to expand our operations in Latin America and Asia. The further expansion of our international operations will subject us to a variety of risks and challenges, including:

sales and customer service challenges associated with operating in different countries;

increased management, travel, infrastructure and legal compliance costs associated with having multiple international operations;

difficulties in receiving payments from different geographies, including difficulties associated with currency fluctuations, payment cycles, transfer of funds or collecting accounts receivable, especially in emerging markets;

variations in economic or political conditions between each country or region;

economic uncertainty around the world and adverse effects arising from economic interdependencies across countries and regions;

compliance with foreign laws and regulations and the risks and costs of non-compliance with such laws and regulations;

compliance with laws and regulations for foreign operations, including the U.S. Foreign Corrupt Practices Act of 1977, the U.K. Bribery Act of 2010, import and export control laws, tariffs, trade barriers, economic sanctions and other regulatory or contractual limitations on our ability to sell our software in certain foreign markets, and the risks and costs of non-compliance;

heightened risks of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of financial statements and irregularities in financial statements;

reduced protection for intellectual property rights in certain countries and practical difficulties and costs of enforcing rights abroad; and

compliance with the laws of numerous foreign taxing jurisdictions and overlapping of different tax regimes. Any of these risks could adversely affect our international operations, reduce our revenues from outside the United States or increase our operating costs, adversely affecting our business, results of operations and financial condition and growth prospects. There can be no assurance that all of our employees, independent contractors and channel partners will comply with the formal policies we have and will implement, or applicable laws and regulations. Violations of laws or key control policies by our employees, independent contractors and channel partners could result in delays in revenue recognition, financial reporting misstatements, fines, penalties or the prohibition of the importation or exportation of our software and services and could have a material adverse effect on our business and results of operations.



**Table of Contents**

*Significant changes in the contracting or fiscal policies of the public sector, or our failure to comply with certain laws or regulations, could have a material adverse effect on the business we do with the public sector.*

We derive a portion of our revenues from governments and government-owned or -controlled entities (such as public health care bodies, educational institutions and utilities), which we refer to as the public sector in this prospectus, and we believe that the success and growth of our business will continue to depend on our successful procurement of public sector contracts. Factors that could impede our ability to maintain or increase the amount of revenues derived from public sector contracts include:

changes in public sector fiscal or contracting policies;

decreases in available public sector funding;

changes in public sector programs or applicable requirements;

the adoption of new laws or regulations or changes to existing laws or regulations;

potential delays or changes in the public sector appropriations or other funding authorization processes; and

delays in the payment of our invoices by public sector payment offices.

Furthermore, we must comply with laws and regulations relating to public sector contracting, which affect how we and our channel partners do business in both the United States and abroad. These laws and regulations may impose added costs on our business, and failure to comply with these or other applicable regulations and requirements, including non-compliance in the past, could lead to claims for damages from our channel partners, penalties, termination of contracts, and temporary suspension or permanent debarment from public sector contracting.

The occurrence of any of the foregoing could cause public sector customers to delay or refrain from purchasing licenses of our software in the future or otherwise have an adverse effect on our business, operations and financial results.

*We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.*

We incorporate encryption technology into certain of our products and these products are subject to U.S. export control. We are also subject to Israeli export controls on encryption technology since our product development initiatives are primarily conducted by our wholly-owned Israeli subsidiary. We have obtained the required licenses to export our products outside of the United States. In addition, the current encryption means used in our products are listed in the free means encryption items published by the Israeli Ministry of Defense, which means we are exempt from obtaining an encryption control license. If the applicable U.S. or Israeli legal requirements regarding the export of encryption technology were to change or if we change the encryption means in our products, we may need to apply for new licenses in the United States and may no longer be able to rely on our licensing exception in Israel. There can

be no assurance that we will be able to obtain the required licenses under these circumstances. Furthermore, various other countries regulate the import of certain encryption technology, including import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products or could limit our customers ability to implement our products in those countries.

We are also subject to U.S. and Israeli export control and economic sanctions laws, which prohibit the shipment of certain products to embargoed or sanctioned countries, governments and persons. Our products could be exported to these sanctioned targets by our channel partners despite the contractual undertakings they have given us and any such export could have negative consequences, including government investigations, penalties and reputational harm. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments,

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**Table of Contents**

persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Any decreased use of our products or limitation on our ability to export or sell our products would likely adversely affect our business, financial condition and results of operations.

*If currency exchange rates fluctuate substantially in the future, our results of operations, which are reported in U.S. dollars, could be adversely affected.*

Our functional and reporting currency is the U.S. dollar, and we generate a majority of our revenues and incur a majority of our expenses in U.S. dollars. Revenues and expenses are also incurred in other currencies, primarily Euros, New Israeli Shekels, or NIS, and Pounds Sterling. Accordingly, changes in exchange rates may have a material adverse effect on our business, results of operations and financial condition. The exchange rates between the U.S. dollar and foreign currencies have fluctuated substantially in recent years and may continue to fluctuate substantially in the future. Furthermore, a strengthening of the U.S. dollar could increase the cost in local currency of our software to customers outside the United States, which could adversely affect our business, results of operations, financial condition and cash flows. We incur expenses for employee compensation and other operating expenses at our non-U.S. locations in the local currencies. The weakening of the U.S. dollar against such currencies would cause the dollar equivalent of such expenses to increase. This could have a negative impact on our reported results of operations. We have in the past engaged in hedging activities, and any hedging strategies that we may implement in the future to mitigate currency risks, such as forward contracts, options and foreign exchange swaps related to transaction exposures, may not eliminate our exposure to foreign exchange fluctuations.

*Our ability to use our net operating loss carryforwards, or NOLs, and other tax attributes may be limited if we undergo an ownership change.*

Our ability to utilize our NOLs and other tax attributes could be limited if we undergo an ownership change within the meaning of Section 382 of the Internal Revenue Code of 1986, as amended, or the Code. An ownership change is generally defined as a greater than 50 percentage point increase in equity ownership by 5% stockholders in any three-year period. If an ownership change occurred as a result of the sale of our common stock pursuant to this offering, prior and future equity issuances, or the cumulative effect of such transactions, we may not be able to fully realize the benefits of these NOLs. Also, the cash tax benefit from our NOLs is dependent upon our ability to generate sufficient taxable income. Accordingly, we may be unable to earn enough taxable income in order to fully utilize our current NOLs.

*Changes in our provision for income taxes or adverse outcomes resulting from examination of our income tax returns could adversely affect our results.*

We are subject to income taxation in the United States, Israel and numerous other jurisdictions. Determining our provision for income taxes requires significant management judgment. In addition, our provision for income taxes could be adversely affected by many factors, including, among other things, changes to our operating structure, changes in the amounts of earnings in jurisdictions with different statutory tax rates, changes in the valuation of deferred tax assets and liabilities and changes in tax laws. We are subject to ongoing tax examinations in various jurisdictions. Tax authorities may disagree with our intercompany charges, cross-jurisdictional transfer pricing or other matters and assess additional taxes. While we regularly evaluate the likely outcomes of these examinations to determine the adequacy of our provision for income taxes, there can be no assurance that the outcomes of such examinations will not have a material impact on our results of operations and cash flows. In addition, we may be audited in various jurisdictions, and such jurisdictions may assess additional taxes against us. For example, we are currently subject to tax audits in Florida and New York relating to sales and excise taxes, and one audit in Israel.

Although we believe our tax estimates are reasonable, the final determination of any tax audits or litigation could be materially different from our historical tax provisions and accruals, which could have a material adverse effect on our results of operations or cash flows in the period or periods for which a determination is made.

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**Table of Contents**

Significant judgment is required to determine the recognition and measurement attributes prescribed in Accounting Standards Codification, or ASC 740-10-25. In addition, ASC 740-10-25 applies to all income tax positions, including the potential recovery of previously paid taxes, which if settled unfavorably could adversely impact our provision for income taxes. Further, as a result of certain of our ongoing employment and capital investment actions and commitments, our income in certain countries is subject to reduced tax rates. Our failure to meet these commitments could adversely impact our provision for income taxes. In addition, we are subject to the continuous examination of our income tax returns by the U.S. Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse effect on our results of operations.

***The enactment of legislation changing the United States taxation of international business activities or the adoption of other tax reform policies could materially impact our financial position and results of operations.***

Recent changes to U.S. tax laws, including limitations on the ability of taxpayers to claim and utilize foreign tax credits and the deferral of certain tax deductions until earnings outside the United States are repatriated to the United States, as well as changes to U.S. tax laws that may be enacted in the future, could impact the tax treatment of our foreign earnings. Due to the expansion of our international business activities, any changes in the U.S. taxation of such activities may increase our worldwide effective tax rate and adversely affect our financial position and results of operations.

We conduct our operations in a number of jurisdictions worldwide and report our taxable income based on our business operations in those jurisdictions. Our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position were not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations.

***We may require additional capital to support our business growth, and this capital might not be available on acceptable terms, or at all.***

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new features or enhance our software, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financing to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing that we may secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be adversely affected.

***Our business is subject to the risks of fire, power outages, floods, earthquakes and other catastrophic events, and to interruption by manmade problems such as terrorism.***

A significant natural disaster, such as a fire, flood or an earthquake, or a significant power outage could have a material adverse impact on our business, results of operations and financial condition. In the event our customers information technology systems or our channel partners' selling or distribution abilities are hindered

## **Table of Contents**

by any of these events, we may miss financial targets, such as revenues and sales targets, for a particular quarter. Further, if a natural disaster occurs in a region from which we derive a significant portion of our revenue, customers in that region may delay or forego purchases of our products, which may materially and adversely impact our results of operations for a particular period. In addition, acts of terrorism could cause disruptions in our business or the business of channel partners, customers or the economy as a whole. Given our typical concentration of sales at each quarter end, any disruption in the business of our channel partners or customers that impacts sales at the end of our quarter could have a significant adverse impact on our quarterly results. All of the aforementioned risks may be augmented if the disaster recovery plans for us and our channel partners prove to be inadequate. To the extent that any of the above results in delays or cancellations of customer orders, or the delay in the manufacture, deployment or shipment of our products, our business, financial condition and results of operations would be adversely affected.

### **Risks Related to our Operations in Israel**

*Conditions in Israel may limit our ability to develop and sell our products, which could result in a decrease of our revenues.*

Our principal research and development facility, which also houses a portion of our support and general and administrative teams, is located in Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its neighboring countries, as well as incidents of terror activities and other hostilities. Political, economic and security conditions in Israel could directly affect our operations. We could be adversely affected by hostilities involving Israel, including acts of terrorism or any other hostilities involving or threatening Israel, the interruption or curtailment of trade between Israel and its trading partners, a significant increase in inflation or a significant downturn in the economic or financial condition of Israel. Any on-going or future armed conflicts, terrorist activities, tension along the Israeli borders or political instability in the region could disrupt international trading activities in Israel and may materially and negatively affect our business and could harm our results of operations.

Certain countries, as well as certain companies and organizations, continue to participate in a boycott of Israeli companies, companies with large Israeli operations and others doing business with Israel and Israeli companies. The boycott, restrictive laws, policies or practices directed towards Israel, Israeli businesses or Israeli citizens could, individually or in the aggregate, have a material adverse effect on our business in the future.

Some of our officers and employees in Israel are obligated to perform routine military reserve duty in the Israel Defense Forces, depending on their age and position in the armed forces. Furthermore, they may be called to active reserve duty at any time under emergency circumstances for extended periods of time. Our operations could be disrupted by the absence, for a significant period, of one or more of our officers or key employees due to military service, and any significant disruption in our operations could harm our business.

*We may be required to pay royalties to employees who develop inventions that have been or will be commercialized by us.*

Under the Israeli Patents Law, 5727-1967, if there is no agreement that prescribes whether, to what extent and on what conditions, an employee is entitled to remuneration from commercialization of an invention developed by or with the contribution of such employee during his or her employment, then such matter may, upon application by the employee, be decided by a government-appointed compensation and royalties committee established under the Patents Law. In a decision issued in February 2010, the committee ruled that an employee's assignment of a service invention to his employer does not necessarily negate the employee's right to receive royalties or other compensation. In a subsequent decision of the Israeli Supreme Court from August 2012 the Supreme Court stated that even if the

employee has signed an express written waiver of royalties for inventions made during his employment, the employee can still bring a compensation claim before the committee.



## **Table of Contents**

A significant portion of our intellectual property (including our patents) has been developed by our Israeli employees in the course of their employment for us. Our policy is to require all of our employees to execute invention assignment agreements upon commencement of employment, in which they assign their rights to potential inventions and acknowledge that they will not be entitled to additional compensation or royalties from commercialization of inventions. However, given the foregoing uncertainty with respect to the enforceability of a waiver of the right to future royalties, we may be required to pay royalties to our employees who have invented intellectual property that we have commercialized, which in turn may have a material adverse effect on our results of operations.

***The tax benefits that are available to our Israeli subsidiary require it to continue to meet various conditions and may be terminated or reduced in the future, which could increase its taxes.***

Our Israeli subsidiary benefits from a status of a Beneficiary Enterprise under the Israeli Law for the Encouragement of Capital Investments, 5719-1959, or the Investment Law. Based on an evaluation of the relevant factors under the Investment Law, including the level of foreign (i.e., non-Israeli) investment in our Israeli subsidiary, we have determined that the effective tax rate to be paid by our Israeli subsidiary as a Beneficiary Enterprise has historically been below 10%. If our Israeli subsidiary does not meet the requirements for maintaining this status, for example, if the Israeli subsidiary materially changes the nature of its business, it may no longer be eligible to enjoy this reduced tax rate. As a result, our Israeli subsidiary would be subject to Israeli corporate tax at the standard rate, which is currently set at 26.5%. Even if our Israeli subsidiary continues to meet the relevant requirements, the tax benefits that the status of Beneficiary Enterprise provides may not be continued in the future at their current levels or at all. If these tax benefits were reduced or eliminated, the amount of taxes that our Israeli subsidiary would pay would likely increase, as all of our Israeli operations would consequently be subject to corporate tax at the standard rate, which could adversely affect our results of operations. Additionally, if our Israeli subsidiary increases its activities outside of Israel, for example, through acquisitions, these activities may not be eligible for inclusion in Israeli tax benefit programs. The tax benefits derived from the status of Beneficiary Enterprise is dependent upon the ability to generate sufficient taxable income. Accordingly, our Israeli subsidiary may be unable to earn enough taxable income in order to fully utilize its tax benefits.

## **Risks Related to this Offering and Ownership of our Common Stock**

***Market volatility may affect our stock price and the value of your investment.***

Following the completion of this offering, the market price for our common stock is likely to be volatile, in part because our shares have not been previously traded publicly. The initial public offering price was determined by negotiations between us, the underwriters and the selling stockholder. You may not be able to resell your shares above the initial public offering price and may suffer a loss on your investment. In addition, the market price of our common stock may fluctuate significantly in response to a number of factors, most of which we cannot predict or control, including:

announcements of new products, services or technologies, commercial relationships, acquisitions or other events by us or our competitors;

fluctuations in stock market prices and trading volumes of securities of similar companies;

general market conditions and overall fluctuations in U.S. equity markets;

actual or anticipated fluctuations in our results or those of our competitors;

changes in securities analysts' estimates of our financial performance;

changes in accounting principles;

sales of large blocks of our common stock, including sales by our executive officers, directors and significant stockholders;

**Table of Contents**

additions or departures of any of our key personnel;

lawsuits threatened or filed against us;

changing legal or regulatory developments in the United States and other countries; and

other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. Stock prices of many technology companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business and adversely affect our business, results of operations, financial condition and cash flows.

***An active trading market for our common stock may never develop or be sustained.***

Our common stock has been approved for listing on The Nasdaq Global Select Market under the symbol VRNS. However, we cannot assure you that an active trading market for our common stock will develop on that exchange or elsewhere or, if developed, that any market will be sustained. Accordingly, we cannot assure you of the likelihood that an active trading market for our common stock will develop or be maintained, the liquidity of any trading market, your ability to sell your shares of common stock when desired or the prices that you may obtain for your shares.

***If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.***

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business, our market and our competitors. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

***Our management will have broad discretion over the use of the proceeds we receive in this offering and might not apply the proceeds in ways that increase the value of your investment.***

Our management will have broad discretion over the use of our net proceeds from this offering, and you will be relying on the judgment of our management regarding the application of these proceeds. We expect to use the net proceeds from this offering primarily for general corporate purposes, including working capital, sales and marketing activities, product development, general and administrative matters and capital expenditures. As such, our management could spend the proceeds in ways that do not necessarily improve our results of operations or enhance the value of our common stock. For a further description of our intended use of the proceeds of the offering, see Use of Proceeds.

*Substantial future sales of shares of our common stock could cause the market price of our common stock to decline.*

The market price of shares of our common stock could decline as a result of substantial sales of our common stock, particularly sales by our directors, executive officers and significant stockholders, a large number of shares of our common stock becoming available for sale or the perception in the market that holders of a large number of shares intend to sell their shares. Immediately following completion of this offering, we will have

## **Table of Contents**

outstanding 23,835,455 shares of our common stock, based on the number of shares outstanding as of December 31, 2013. This includes the shares included in this offering, which may be resold in the public market immediately. The remaining 19,035,455 shares are currently restricted securities. Substantially all of these shares are also subject to lock-up agreements restricting their sale for 180 days after the date of this prospectus, as more fully described in Underwriters. Morgan Stanley & Co. LLC may, in its sole discretion, permit our officers, directors, employees and current stockholders who are subject to the 180-day contractual lock-up to sell shares prior to the expiration of the lock-up agreements.

After this offering, the holders of an aggregate of 17,370,121 shares of our common stock will have rights, subject to some conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or our stockholders. We also intend to register shares of common stock that we may issue under our employee equity incentive plans. Once we register these shares, they will be able to be sold freely in the public market upon issuance, subject to existing market stand-off and/or lock-up agreements.

### ***Concentration of ownership among our existing executive officers, directors and their affiliates may prevent new investors from influencing significant corporate decisions.***

Upon completion of this offering, our executive officers, directors and 5% or greater stockholders will beneficially own, in the aggregate, approximately 77.8% of our outstanding common stock. As a result, such persons, acting together, will have the ability to control our management and affairs and substantially all matters submitted to our stockholders for approval, including the election and removal of directors and approval of any significant transaction. These persons will also have the ability to control our management and business affairs. Additionally, these persons' interests may not be, at all times, the same as those of our other stockholders, and they may vote in a way that is adverse to other stockholders' interests. Our officers and directors are not simply passive investors but also include our executive officers, and as such their interests as executives may at times be adverse to those of our passive investors.

This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, impeding a merger, consolidation, takeover or other business combination involving us, or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of our business, even if such a transaction would benefit other stockholders.

### ***Purchasers in this offering will experience immediate and substantial dilution in the book value of their investment.***

The initial public offering price per share is substantially higher than the pro forma net tangible book value per share of our common stock outstanding prior to this offering. As a result, investors purchasing common stock in this offering will experience immediate dilution of \$17.80 per share. This dilution is due in large part to the fact that our earlier investors paid substantially less than the initial public offering price when they purchased their shares of common and preferred stock. In addition, we have issued options to acquire common stock at prices significantly below the initial public offering price. To the extent outstanding options are ultimately exercised, there will be further dilution to investors in this offering. In addition, if the underwriters exercise their option to purchase additional shares from us or if we issue additional equity securities, you will experience additional dilution.

### ***The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain executive management and qualified board members.***

As a public company, we will be subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act), the Dodd-Frank Wall Street



## Table of Contents

Select Market and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources, particularly after we are no longer an emerging growth company.

The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and results of operations. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business and results of operations. We may need to hire more employees in the future or engage outside consultants to comply with these requirements, which will increase our costs and expenses. In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be adversely affected. However, for as long as we remain an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012 (the JOBS Act), we may take advantage of certain exemptions from various reporting requirements that are applicable to emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We may take advantage of these reporting exemptions until we are no longer an emerging growth company.

We will remain an emerging growth company for up to five years. If our non-convertible debt issued within a three year period or revenues exceeds \$1 billion, or the market value of our common stock held by non-affiliates exceeds \$700 million on the last day of the second fiscal quarter of any given fiscal year, we would cease to be an emerging growth company as of the following fiscal year.

***We may not complete our analysis of our internal control over financial reporting in a timely manner, or these internal controls may not be determined to be effective, which may adversely affect investor confidence in our company and, as a result, the value of our common stock.***

As a result of becoming a public company, we will be obligated to develop and maintain proper and effective internal control over financial reporting. We will be required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for the first fiscal year beginning after the effective date of this offering. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. We have commenced the costly and challenging process of compiling the system and processing documentation necessary to

perform the evaluation needed to comply with Section 404. We may not be able to complete our evaluation, testing and any required remediation in a timely fashion. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal controls are effective.



## **Table of Contents**

We will be required to disclose changes made in our internal control and procedures on a quarterly basis. However, our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 until the later of the year following our first annual report required to be filed with the SEC, or the date we are no longer an emerging growth company as defined in the JOBS Act if we take advantage of the exemptions contained in the JOBS Act. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our controls are documented, designed or operating. Our remediation efforts may not enable us to avoid a material weakness in the future. To comply with the requirements of being a public company, we may need to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff.

If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports, which would cause the price of our common stock to decline, and we may be subject to investigation or sanctions by the SEC.

*We are an emerging growth company, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.*

We are an emerging growth company, as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies. We cannot predict if investors will find our common stock less attractive because we will rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

*We do not intend to pay dividends on our common stock, so any returns will be limited to the value of our stock.*

We have never declared or paid cash dividends on our common stock. We currently anticipate that we will retain any future earnings and do not expect to pay any dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors and will be dependent on a number of factors, including our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant. In addition, each of the loan agreements for our credit facilities contains a prohibition on the payment of cash dividends. Until such time that we pay a dividend, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

*Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management.*

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may delay or prevent an acquisition of us or a change in our management. These provisions include:

authorizing blank check preferred stock, which could be issued by the board without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock, which would increase the number of outstanding shares and could thwart a takeover attempt;

a classified board of directors whose members can only be dismissed for cause;

the prohibition on actions by written consent of our stockholders;

the limitation on who may call a special meeting of stockholders;

**Table of Contents**

the establishment of advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon at stockholder meetings; and

the requirement of at least 75% of the outstanding capital stock to amend any of the foregoing second through fifth provisions.

In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which limits the ability of stockholders owning in excess of 15% of our outstanding voting stock to merge or combine with us. Although we believe these provisions collectively provide for an opportunity to obtain greater value for stockholders by requiring potential acquirers to negotiate with our board of directors, they would apply even if an offer rejected by our board were considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.

**Table of Contents**

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to possible or assumed future results of our business, financial condition, results of operations, liquidity, plans and objectives. You can generally identify forward-looking statements because they contain words such as may, will, should, expects, plans, anticipates, could, intends, target, projects, contemplates, believes, estimates, predicts, or the negative of these terms or other similar expressions that concern our expectations, strategy, plans or intentions. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and results of operations. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in the section entitled **Risk Factors** and elsewhere in this prospectus. Accordingly, you should not rely upon forward-looking statements as predictions of future events. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those projected in the forward looking statements. Forward-looking statements contained in this prospectus include, but are not limited to, statements about:

our expectations regarding the growth of the market for our software;

our ability to grow our customer base;

our ability to increase sales to existing customers;

our intention to establish our Metadata Framework as an industry standard;

our ability to leverage our sales model;

our expectations regarding the effectiveness of our sales force and our ability to attract and retain customers;

our intent to penetrate further our existing markets and penetrate new markets;

our plans to invest in developing future products and expand the functionalities in our current products;

our plans to invest in research and development for the development of new products;

the unpredictability of our sales cycle; and

other factors discussed elsewhere in this prospectus.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this prospectus. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus may not occur.

The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Table of Contents**

**USE OF PROCEEDS**

We estimate that the net proceeds from the sale of shares of our common stock that we are selling in this offering will be approximately \$95.7 million, based on the initial public offering price of \$22.00 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters' option to purchase additional shares from us is exercised in full, we estimate that we will receive additional net proceeds of approximately \$10.2 million after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We will not receive any proceeds from the sale of shares of common stock by the selling stockholder.

The principal purposes of this offering are to obtain additional capital, to increase our financial flexibility and visibility in the marketplace, to create a public market for our common stock and to facilitate our future access to the public equity markets. We intend to use the net proceeds we receive from this offering for general corporate purposes, including headcount expansion, working capital, sales and marketing activities, research and product development, general and administrative matters, and capital expenditures. We may also use a portion of the net proceeds for the acquisition of, or investment in, technologies, solutions or businesses that complement our business, although we have no present commitments to complete any such transactions at this time. We will have broad discretion over the uses of the net proceeds in this offering, and, as of the date of this prospectus, we have not allocated the net proceeds to particular uses. Until we use the proceeds we receive from this offering for the above mentioned purposes, we intend to invest the net proceeds in short-term, investment-grade interest-bearing securities such as money market funds, certificates of deposit, commercial paper and obligations of the U.S. government and government agencies.

**Table of Contents**

**DIVIDEND POLICY**

We have never declared or paid cash dividends on our common stock. We currently intend to retain any future earnings and do not expect to pay any dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors and will be dependent on a number of factors, including our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant. The loan agreement for our credit facility contains a prohibition on the payment of cash dividends.

**Table of Contents****CAPITALIZATION**

The following table sets forth our cash, cash equivalents and short-term deposits and capitalization as of December 31, 2013, as follows:

on an actual basis;

on a pro forma basis to reflect (i) the conversion of all outstanding shares of our preferred stock into shares of common stock immediately prior to the closing of this offering and (ii) the resulting reclassification of the warrants to purchase convertible preferred stock into additional paid-in capital; and

on a pro forma as adjusted basis to give effect to (i) the conversion described in the preceding clause, (ii) the issuance and sale of common stock in this offering at the initial public offering price of \$22.00 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us and (iii) the adoption of our amended and restated certificate of incorporation to be effective upon the closing of this offering.

You should read this table in conjunction with the sections entitled "Selected Consolidated Financial Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this prospectus.

	<b>As of December 31, 2013</b>		
	<b>Actual</b>	<b>Pro Forma</b>	<b>Pro Forma as Adjusted</b>
	<b>(In thousands, except share amounts)</b>		
Cash, cash equivalents and short term deposits <sup>(1)</sup>	\$ 13,977	\$ 13,977	\$ 110,623
Preferred A, B, C, D and E stock of \$0.001 par value per share: 16,986,384 shares authorized, 15,082,141 shares issued and outstanding, actual; shares authorized, no shares issued and outstanding, pro forma; shares authorized, no shares issued and outstanding, pro forma as adjusted; Aggregate liquidation preference of \$0	43,775		
Stockholders' equity (deficit):			
Common stock of \$0.001 par value per share: 26,000,000 shares authorized, 3,953,314 shares issued and outstanding, actual; 26,000,000 shares authorized, 19,035,455 shares issued and outstanding, pro forma; 200,000,000 shares authorized, shares issued and outstanding, pro forma as adjusted	4	19	24
Additional paid-in capital	4,741	51,367	147,569
Accumulated deficit	(47,753)	(47,753)	(47,753)
<b>Total stockholders' equity</b>	<b>\$ (43,008)</b>	<b>\$ 3,633</b>	<b>\$ 99,840</b>



Total capitalization	\$	767	\$	3,633	\$	99,840
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- (1) Cash, cash equivalents and short-term deposits reflect the payment of approximately \$0.9 million of transaction expenses through December 31, 2013.

**Table of Contents****DILUTION**

If you invest in our common stock in this offering, your interest will be diluted immediately to the extent of the difference between the initial public offering price per share of our common stock and pro forma net tangible book value per share of our common stock after this offering. Our net tangible book value as of December 31, 2013 was \$3.4 million, or \$0.18 per share of common stock. Net tangible book value per share represents the amount of our total tangible assets less our total liabilities, divided by the number of shares of common stock outstanding, as of December 31, 2013 after giving effect to (i) the conversion of all outstanding shares of our convertible preferred stock into 15,082,141 shares of our common stock immediately prior to the closing of this offering and (ii) the resulting reclassification of the preferred stock warrant liability to additional paid-in capital.

After giving effect to the sale by us of 4,800,000 shares of common stock in this offering at the initial public offering price of \$22.00 per share, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, our pro forma net tangible book value as of December 31, 2013 would have been approximately \$100.1 million, or approximately \$4.20 per share. This amount represents an immediate increase in net tangible book value of \$4.02 per share to our existing stockholders and an immediate dilution in net tangible book value of approximately \$17.80 per share to new investors purchasing shares of common stock in this offering at the initial public offering price.

The following table illustrates this dilution:

Initial public offering price per share	\$ 22.00
Net tangible book value per share as of December 31, 2013	\$ 0.18
Increase per share attributable to new investors in this offering	4.02
Pro forma net tangible book value per share after this offering	4.20
Dilution per share to new investors in this offering	\$ 17.80

If the underwriters exercise in full their option to purchase additional shares of common stock, the pro forma net tangible book value per share after giving effect to this offering would be \$4.53 per share, and the dilution in pro forma net tangible book value per share to new investors in this offering would be \$17.47 per share, in each case calculated as described above.

The following table summarizes, on the same pro forma basis as of December 31, 2013, the total number of shares of common stock purchased from us, the total consideration paid to us and the average price per share paid by the existing stockholders and by new investors purchasing shares in this offering, before deducting the underwriting discounts and commissions and estimated offering expenses payable by us (amounts in thousands, except percentages and per share data):

	Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	Share
Existing stockholders	19,035,455	79.9%	\$ 40,138	27.5%	\$ 2.11

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New investors	4,800,000	20.1%	105,600	72.5%	22.00
<b>Total</b>	<b>23,835,455</b>	<b>100.0%</b>	<b>\$ 145,738</b>	<b>100.0%</b>	

Assuming the underwriters' option to purchase additional shares is exercised in full, sales by us and the selling stockholder in this offering will reduce the number of shares of common stock held by existing stockholders to 18,815,891, or approximately 77.3%, and will increase the number of shares of common stock to be purchased by new investors to 5,520,000, or approximately 22.7%, of the total shares of common stock outstanding after the offering.

**Table of Contents****SELECTED CONSOLIDATED FINANCIAL DATA**

The following selected consolidated financial and other data should be read in conjunction with the section titled Management's Discussion and Analysis of Financial Condition and Results of Operations as well as our consolidated financial statements and related notes included elsewhere in this prospectus. We have derived the summary consolidated statement of operations data for the years ended December 31, 2011, 2012 and 2013 and the consolidated balance sheet data as of December 31, 2012 and 2013 from our audited consolidated financial statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results to be expected in any future period.

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>(In thousands, except share and per share data)</b>		
<b>Consolidated Statement of Operations Data:</b>			
Revenues:			
Licenses	\$ 25,436	\$ 31,606	\$ 43,488
Maintenance and services	14,343	21,804	31,128
<b>Total revenues</b>	<b>39,779</b>	<b>53,410</b>	<b>74,616</b>
Cost of revenues <sup>(1)</sup>	3,524	4,928	6,476
<b>Gross profit</b>	<b>36,255</b>	<b>48,482</b>	<b>68,140</b>
Operating costs and expenses:			
Research and development <sup>(1)</sup>	13,049	15,034	20,973
Sales and marketing <sup>(1)</sup>	22,095	30,036	44,131
General and administrative <sup>(1)</sup>	4,514	4,966	8,881
<b>Total operating expenses</b>	<b>39,658</b>	<b>50,036</b>	<b>73,985</b>
<b>Operating loss</b>	<b>(3,403)</b>	<b>(1,554)</b>	<b>(5,845)</b>
Financial expenses, net	(171)	(3,045)	(1,274)
<b>Loss before income taxes</b>	<b>(3,574)</b>	<b>(4,599)</b>	<b>(7,119)</b>
Income taxes	(224)	(247)	(356)
<b>Net loss</b>	<b>\$ (3,798)</b>	<b>\$ (4,846)</b>	<b>\$ (7,475)</b>
Net loss per share attributable of common stock, basic and diluted <sup>(2)</sup>	\$ (1.10)	\$ (1.29)	\$ (1.93)
Weighted average shares used to compute net loss per share attributable to common stockholders, basic and diluted <sup>(2)</sup>	3,460,612	3,756,761	3,880,761

Pro forma net loss per share attributable to common stockholders, basic and diluted<sup>(3)</sup> \$ (0.39)

Pro forma weighted average shares outstanding used to compute pro forma net loss per share, basic and diluted<sup>(3)</sup> 18,964,356

	As of December 31,	
	2012	2013
(In thousands)		
<b>Consolidated Balance Sheet Data:</b>		
Cash, cash equivalents and short-term deposits	\$ 14,813	\$ 13,977
Working capital	7,931	3,376
Total assets	37,694	47,254
Deferred revenues, current and long-term	21,273	28,700
Warrants to purchase convertible preferred stock	5,774	2,866
Convertible preferred stock	37,959	43,775
Total stockholders' deficiency	(37,448)	(43,008)

**Table of Contents**

	Year Ended December 31,		
	2011	2012	2013
	(In thousands)		
<b>Other Financial Data:</b>			
Non-GAAP operating loss <sup>(4)(5)</sup>	\$ (3,168)	\$ (706)	\$ (4,057)
Non-GAAP net loss <sup>(4)(6)</sup>	(3,796)	(803)	(4,179)

(1) Includes non-cash stock-based compensation as follows:

	Year Ended December 31,		
	2011	2012	2013
	(In thousands)		
Cost of revenues	\$ 12	\$ 41	\$ 39
Research and development	81	327	551
Sales and marketing	103	284	841
General and administrative	39	196	357
<b>Total stock-based compensation expense</b>	<b>\$ 235</b>	<b>\$ 848</b>	<b>\$ 1,788</b>

- (2) Basic and diluted net loss per share of common stock is computed based on the weighted average number of shares of common stock outstanding during each period. For additional information, see Note 2.v to our consolidated financial statements included elsewhere in this prospectus.
- (3) Pro forma net loss per share and pro forma weighted average shares outstanding give effect to (i) the conversion immediately prior to the closing of this offering of all outstanding shares of preferred stock into 15,082,141 shares of common stock and (ii) the resulting reclassification immediately prior to the closing of this offering of the warrants to purchase preferred stock into warrants to purchase common stock, but does not include the issuance of shares of common stock in connection with this offering.
- (4) We believe that the use of non-GAAP operating loss and non-GAAP net loss is helpful to our investors. These measures, which we refer to as our non-GAAP financial measures, are not prepared in accordance with GAAP. We calculate non-GAAP operating loss as operating loss excluding stock-based compensation expense related to employees and consultants. We calculate non-GAAP net loss as net loss excluding (i) non-cash stock-based compensation expense and (ii) financial expenses resulting from the revaluation of warrants to purchase convertible preferred stock. Because of varying available valuation methodologies, subjective assumptions and the variety of equity instruments that can impact a company's non-cash expense, we believe that providing non-GAAP financial measures that exclude non-cash stock-based compensation expense related to employees and consultants allow for more meaningful comparisons between our operating results from period to period. In addition, we believe that excluding financial expenses with respect to revaluation of convertible preferred stock warrants allows for more meaningful comparison between the net loss results from period to period, as following this offering, the warrants will be automatically converted into warrants to purchase our common stock and as a result, will no longer be revalued at each balance sheet date. Each of our non-GAAP financial measures is an important tool for financial and operational decision making and for evaluating our own operating results over different periods of time.

The non-GAAP financial data are not measures of our financial performance under U.S. GAAP and should not be considered as alternatives to operating loss or net loss or any other performance measures derived in accordance with

GAAP. Our non-GAAP financial measures may not provide information that is directly comparable to that provided by other companies in our industry, as other companies in our industry may calculate non-GAAP financial results differently, particularly related to non-recurring, unusual items. In addition, there are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with GAAP, may be different from non-GAAP financial measures used by other companies and exclude expenses that may have a material impact on our reported financial

**Table of Contents**

results. Further, non-cash stock-based compensation expense has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of the compensation provided to our employees. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with GAAP. We urge our investors to review the reconciliation of our non-GAAP financial measures to the comparable GAAP financial measures included below, and not to rely on any single financial measures to evaluate our business.

(5) The following table reconciles operating loss to non-GAAP operating loss:

	<b>2011</b>	<b>Year Ended December 31, 2012</b>	<b>2013</b>
	<b>(In thousands)</b>		
Operating loss	\$ (3,403)	\$ (1,554)	\$ (5,845)
Excluding: non-cash stock-based compensation expense	235	848	1,788
Non-GAAP operating loss	\$ (3,168)	\$ (706)	\$ (4,057)

(6) The following table reconciles net loss to non-GAAP net loss:

	<b>2011</b>	<b>Year Ended December 31, 2012</b>	<b>2013</b>
	<b>(In thousands)</b>		
Net loss	\$ (3,798)	\$ (4,846)	\$ (7,475)
Excluding: non-cash stock-based compensation expense	235	848	1,788
Excluding: revaluation of convertible stock warrants	(233)	3,195	1,508
Non-GAAP net loss	\$ (3,796)	\$ (803)	\$ (4,179)



**Table of Contents**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Selected Consolidated Financial Data and our consolidated financial statements and related notes included elsewhere in this prospectus. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from the forward-looking statements below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the section entitled Risk Factors and elsewhere in this prospectus.*

**Overview**

We provide an innovative software platform that allows enterprises to map, analyze, manage and migrate their unstructured data. We specialize in human-generated data, a type of unstructured data that includes an enterprise's word processing documents, spreadsheets, presentations, audio files, video files, emails, text messages and any other data created by employees. This data contains an enterprise's financial information, product plans, strategic initiatives, intellectual property and other forms of vital information. Our proprietary Metadata Framework technology enables enterprises to gain actionable insights from their human-generated data by intelligently extracting critical metadata, or data about data, from an organization's IT infrastructure and constructing a map of functional relationships among employees, data objects, content and usage through this contextual information.

We have been a pioneer in developing a software platform that allows enterprises to realize the value of their human-generated data in ways that are not resource-intensive and are easy to implement. The revolution in internet search occurred when search engines began to mine internet metadata, such as the links between pages, in addition to page content, thereby making the internet's content more usable and subsequently valuable. Similarly, our Metadata Framework creates advanced searchable data structures and provides real-time intelligence about an enterprise's massive volumes of human-generated content, making human-generated data more valuable to the organization. IT and business personnel deploy our software for a variety of use cases, including data governance, data security, archiving, file synchronization, enhanced mobile data accessibility and information collaboration.

We started operations in 2005 with a vision to make enterprise human-generated data more accessible, manageable, secure and actionable. We began offering our flagship product, DatAdvantage, which provides centralized visibility for all of an enterprise's human-generated data, in 2006. Since then we have continued to invest in innovation and have consistently introduced new products to our customers, including DataPrivilege, which was introduced in 2006, as our self-service web portal for business users. In 2009, we introduced the IDU Classification Framework for sensitive data classification. We further enhanced our DatAdvantage offering by releasing DatAdvantage for Exchange governance in 2010 which enabled our customers to exercise control over the information being transferred through corporate e-mails. In 2011, we introduced DatAdvantage for Directory Services for increased visibility into Active Directory. More recently in 2012, we released the Data Transport Engine for intelligent data migration and archiving and DatAnywhere for secure hybrid cloud collaboration.

At the core of our technology is our ability to intelligently extract and analyze metadata from an enterprise's vast, distributed data stores. The broad applicability of our technology has resulted in our customers deploying our platform for numerous use cases for both IT and business personnel. We currently have five products, and as of December 31, 2013, approximately 39% of our customers had purchased two or more products, one of which was DatAdvantage for all of these customers. We believe our existing customer base serves as a strong source of incremental revenues given the broad platform of products we have and the growing volumes and complexity of human-generated data our

customers have. Our maintenance renewal rate for each of the years ended December 31, 2011, 2012 and 2013 was over 90%. Our key strategies to maintain our renewal rate include focusing on the quality and reliability of our customer service and support to ensure our customers receive value from our products, providing consistent software upgrades and having more dedicated renewal sales personnel.

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**Table of Contents**

We sell the vast majority of our products and services to channel partners, including distributors and resellers, which sell to end-user customers, which we refer to in this prospectus as our customers. We believe that our sales model, which combines the leverage of a channel sales model with our highly trained and professional sales force, has and will continue to play a major role in our ability to grow and to successfully deliver our unique value proposition for enterprise human-generated data. We target customers of all sizes, in all industries and all geographies. As of December 31, 2013, we had approximately 2,400 customers, spanning leading firms in the financial services, public, healthcare, energy and utilities, industrial, technology, consumer and retail, education and media and entertainment sectors. We believe our customer count is a key indicator of our market penetration and the value that our products bring to our customer base. We also believe our existing customers represent significant future revenue opportunities for us. The average spending per customer for each of the years 2011, 2012 and 2013 was approximately \$63,000, \$61,000 and \$61,000, respectively.

We believe there is a significant growth opportunity in both domestic and foreign markets, which could include any organization that uses file shares, intranets and email for collaboration, regardless of region. Revenues from the United States accounted for approximately 57% of our revenues in 2013, while Europe, the Middle East and Africa accounted for approximately one-third of our revenues. While we expect sales in the United States to continue to account for a majority of revenues in the near- and medium- term, we expect sales in Asia-Pacific and Latin America to account for a larger proportion of revenues in the long-term. We expect both continued sales growth in the United States and international expansion to be key components of our growth strategy, and we will continue to market our products and services aggressively in international markets. We plan to continue to expand our international operations as part of our growth strategy. In particular, we expect to expand our operations in Latin America and Asia. The expansion of our international operations depends in particular on our ability to hire, integrate and retain local sales and marketing personnel in these international markets, acquire new channel partners and implement an effective marketing strategy. In addition, the further expansion of our international operations will increase our sales and marketing and general and administrative expenses, and will subject us to a variety of risks and challenges, including those related to economic and political conditions in each region, compliance with foreign laws and regulations, and compliance with domestic laws and regulations applicable to our international operations.

We derive revenues from license sales of our various products, various services, including initial maintenance contracts and professional services, and renewals. Substantially all of our license sales are derived from a platform of products, consisting of DatAdvantage, DataPrivilege, IDU Classification Framework and Data Transport Engine. As of December 31, 2011, 2012 and 2013, 99.5%, 99.6% and 96.7% of our customers, respectively, had purchased DatAdvantage; 22.5%, 22.4% and 20.5% of our customers, respectively, had purchased DataPrivilege; and 15.4%, 20.0% and 23.1% of our customers, respectively, had purchased IDU Classification Framework. Less than 0.1% of our customers had purchased Data Transport Engine as of December 31, 2012 (introduced during that year), and 1.5% of our customers had purchased Data Transport Engine as of December 31, 2013. For the years ended December 31, 2011, 2012 and 2013, 67.5%, 63.5% and 57.8% of our customers, respectively, made standalone purchases of DatAdvantage, and less than 0.5% of our customers made standalone purchases of DataPrivilege. As of December 31, 2013, our customers made no standalone purchases of IDU Classification Framework or Data Transport Engine. Licenses sales accounted for 59.2% and 58.3% of our total revenues for the year ended December 31, 2012 and 2013, respectively. We expect maintenance and services revenues to continue to comprise a larger portion of our total revenues as our installed customer base grows.

Our business model is characterized by strong revenue growth, growing repeat business and high gross margin. We have achieved significant growth and scale in the relatively short period of time since we started operations in 2005. For 2011, 2012 and 2013, our revenues were \$39.8 million, \$53.4 million and \$74.6 million, respectively, representing year-over-year growth of 34% and 40% in 2012 and 2013, respectively. In 2011, 2012 and 2013, we had operating losses of \$3.4 million, \$1.6 million and \$5.8 million, respectively. In 2011, 2012 and 2013, we had net

losses of \$3.8 million, \$4.8 million and \$7.5 million, respectively.

**Table of Contents**

Our revenues have historically been mainly attributable to sales to new customers, and we expect to depend in the future on sales to new customers for much of the growth in our revenues. If we are unable to maintain our historical level of sales to new customers, this may adversely affect our results of operations and liquidity. In particular, if viable competitors enter the markets in which we operate, future products from these competitors may impact our ability to acquire new customers. In addition, if we are unable to deliver products that keep up with expected data growth and technological requirements, this will also impact our ability to acquire new customers.

**Components of Operating Results*****Revenues***

Our revenues consist of licenses and maintenance and services revenues.

*Licenses Revenues.* License revenues reflect the revenues recognized from sales of software licenses to new customers and additional licenses to existing customers. Substantially all of our license revenues consist of revenues from perpetual licenses, under which we generally recognize the license fee portion of the arrangement upon delivery, assuming all revenue recognition criteria are satisfied. Customers may also purchase term license agreements, under which we recognize the license fee ratably, on a straight-line basis, over the term of the underlying maintenance contract, which is typically up to one year. We are focused on acquiring new customers and increasing revenues from our existing customers.

*Maintenance and Services Revenues.* Maintenance and services revenues consist of revenues from maintenance agreements and, to a lesser extent, professional services. Typically, when purchasing a perpetual license, a customer also purchases a one year maintenance contract for which we charge a percentage of the license fee. Customers may renew, and generally have renewed, their maintenance agreements for a fee that is based upon a percentage of the initial license fee paid. Customers with maintenance agreements are entitled to receive support and unspecified upgrades and enhancements when and if they become available during the maintenance period. We have experienced growth in maintenance revenues primarily due to increased license sales to new customers and high annual retention of existing customers. We recognize the revenues associated with maintenance ratably, on a straight-line basis, over the associated maintenance period. We measure the perpetual license maintenance renewal rate for our customers over a 12-month period, based on a dollar renewal rate for contracts expiring during that time period. Our maintenance renewal rate for each of the years ended December 31, 2011, 2012 and 2013 has been over 90%. We also offer professional services focused on both deployment and training our customers to fully leverage the use of our products. We recognize the revenues associated with these professional services on a time and materials basis as we deliver the services, provide the training or when the service term has expired.

The following table sets forth the percentage of our revenues that have been derived from licenses and maintenance and services revenues for the periods presented.

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>(As a percentage of total revenues)</b>		
Revenues:			
Licenses	63.9%	59.2%	58.3%
Maintenance and services	36.1%	40.8%	41.7%

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Total revenues	100.0%	100.0%	100.0%
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We expect maintenance and services revenues to continue to comprise a larger portion of our total revenues as our installed customer base grows. Our products are used by a wide range of enterprises, including Fortune 500 corporations and small and medium-sized businesses. As of December 31, 2013, we had approximately 2,400 customers across a broad array of company sizes and industries located in over 50 countries.

## **Table of Contents**

### ***Cost of Revenues, Gross Profit and Gross Margin***

Our cost of revenues consists of cost of maintenance and services revenues. Cost of maintenance and services revenues consists primarily of salaries and benefits, as well as commissions, bonuses and stock-based compensation for our maintenance and services employees, travel expenses and allocated overhead costs for facilities, IT and depreciation of equipment. We recognize expenses related to maintenance and services as they are incurred. We expect that our cost of maintenance and services revenues will increase in absolute dollars as we increase our headcount to support revenue growth.

Gross profit is total revenues less total cost of revenues. Gross margin is gross profit expressed as a percentage of total revenues. Our gross margin has historically fluctuated slightly from period to period as a result of changes in licenses and maintenance and services mix.

### ***Operating Costs and Expenses***

Our operating costs and expenses are classified into three categories: research and development, sales and marketing and general and administrative. For each category, the largest component is personnel costs, which consists of salaries, employee benefits (including commissions and bonuses) and stock-based compensation. Operating costs and expenses also include allocated overhead costs for depreciation of equipment. Allocated costs for facilities primarily consist of rent and office maintenance. Operating costs and expenses are generally recognized as incurred. We expect personnel costs to continue to increase in absolute dollars as we hire new employees to continue to grow our business.

*Research and Development.* Research and development expenses primarily consist of personnel costs attributable to our research and development personnel, as well as allocated overhead costs. We expense research and development costs as incurred. We expect that our research and development expenses will continue to increase in absolute dollars as we increase our research and development headcount to further strengthen our technology platform and invest in the development of both existing and new products.

*Sales and Marketing.* Sales and marketing expenses are the largest component of our operating costs and expenses and consists primarily of personnel costs, as well as marketing and business development costs, travel expenses and allocated overhead costs. We expect that sales and marketing expenses will continue to increase in absolute dollars, as we plan to expand our sales and marketing efforts, both domestically and internationally. We expect sales and marketing expenses to be our largest category of operating costs and expenses as we continue to expand our business worldwide.

*General and Administrative.* General and administrative expenses mostly consist of personnel and facility-related costs for our executive, finance, legal, human resources and administrative personnel. Other expenses are comprised of legal, accounting and other consultant fees and other corporate expenses and allocated overhead. We expect that general and administrative expense will increase in absolute dollars as we grow and expand our operations, including internationally, and prepare to operate as a public company, including higher legal, corporate insurance and accounting expenses, and the additional costs of achieving and maintaining compliance with the Sarbanes-Oxley Act and related regulations.

### ***Financial Expenses, Net***

Financial expenses, net consist primarily of charges to record outstanding warrants to purchase convertible preferred stock at fair value, interest earned on our cash, cash equivalents and short-term deposits and interest expense associated with our previously outstanding debt, foreign currency forward contract gains and losses, as well as foreign

currency exchange gains and losses. Following completion of this offering, our outstanding warrants will automatically convert into warrants to purchase common stock and, upon such conversion, will no longer be classified as a liability on our consolidated balance sheet.



**Table of Contents*****Income Taxes***

We operate in several tax jurisdictions and are subject to taxes in each country or jurisdiction in which we conduct business. Earnings from our non-U.S. activities are subject to local country income tax and may be subject to U.S. income tax. To date, we have incurred accumulated net losses and have not recorded any U.S. federal tax provisions.

Because of our history of U.S. net operating losses, we have established a full valuation allowance against potential future benefits for deferred tax assets including loss carryforwards. Our income tax provision could be significantly impacted by estimates surrounding our uncertain tax positions and changes to our valuation allowance in future periods. We reevaluate the judgments surrounding our estimates and make adjustments as appropriate each reporting period.

Our Israeli subsidiary currently qualifies as a beneficiary enterprise which, upon fulfillment of certain conditions, allows it to qualify for a reduced tax rate based on the beneficiary program guidelines. See Note 11.g.2. to our audited consolidated financial statements appearing elsewhere in this prospectus.

In addition, we are subject to the continuous examinations of our income tax returns by different tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes.

**Results of Operations**

The following tables are a summary of our consolidated statements of operations in dollars and as a percentage of our total revenues.

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>(In thousands)</b>		
<b>Statement of Operations Data:</b>			
Revenues:			
Licenses	\$ 25,436	\$ 31,606	\$ 43,488
Maintenance and services	14,343	21,804	31,128
<b>Total revenues</b>	<b>39,779</b>	<b>53,410</b>	<b>74,616</b>
Cost of revenues	3,524	4,928	6,476
<b>Gross profit</b>	<b>36,255</b>	<b>48,482</b>	<b>68,140</b>
Operating costs and expenses:			
Research and development	13,049	15,034	20,973
Sales and marketing	22,095	30,036	44,131
General and administrative	4,514	4,966	8,881
<b>Total operating expenses</b>	<b>39,658</b>	<b>50,036</b>	<b>73,985</b>

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Operating loss	(3,403)	(1,554)	(5,845)
Financial expenses, net	(171)	(3,045)	(1,274)
Loss before income taxes, net	(3,574)	(4,599)	(7,119)
Income taxes	(224)	(247)	(356)
Net loss	\$ (3,798)	\$ (4,846)	\$ (7,475)

**Table of Contents**

	Year Ended December 31,		
	2011	2012	2013
(As a percentage of total revenues)			
<b>Statement of Operations Data:</b>			
Revenues:			
Licenses	63.9%	59.2%	58.3%
Maintenance and services	36.1	40.8	41.7
<b>Total revenues</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>
Cost of revenues	8.9	9.2	8.7
<b>Gross profit</b>	<b>91.1</b>	<b>90.8</b>	<b>91.3</b>
Operating costs and expenses:			
Research and development	32.8	28.1	28.1
Sales and marketing	55.5	56.3	59.1
General and administrative	11.4	9.3	11.9
<b>Total operating expenses</b>	<b>99.7</b>	<b>93.7</b>	<b>99.1</b>
<b>Operating loss</b>	<b>(8.6)</b>	<b>(2.9)</b>	<b>(7.8)</b>
Financial expenses, net	(0.4)	(5.7)	(1.7)
<b>Loss before income taxes, net</b>	<b>(9.0)</b>	<b>(8.6)</b>	<b>(9.5)</b>
Income taxes	(0.5)	(0.5)	(0.5)
<b>Net loss</b>	<b>(9.5)%</b>	<b>(9.1)%</b>	<b>(10.0)%</b>

*Comparison of Years Ended December 31, 2012 and 2013***Revenues**

	Year Ended December 31,		% Change
	2012	2013	
(In thousands)			
Revenues:			
Licenses	\$ 31,606	\$ 43,488	37.6%
Maintenance and services	21,804	31,128	42.8%
<b>Total revenues</b>	<b>\$ 53,410</b>	<b>\$ 74,616</b>	<b>39.7%</b>

**Year Ended December 31,**

	<b>2012</b>	<b>2013</b>
	<b>(As a percentage of total revenues)</b>	
Revenues:		
Licenses	59.2%	58.3%
Maintenance and services	40.8%	41.7%
Total revenues	100.0%	100.0%

Total revenue growth was achieved due to increased demand for our products and services from new and existing customers, mostly in the domestic market, as well as in international markets. The increase in license revenues was driven by sales to 728 new customers compared to 473 new customers in 2012, sales to existing customers and sales of new products. As of December 31, 2012 and 2013, we had over 1,700 and approximately 2,400 customers, respectively. The substantial majority of our license revenues was attributable to sales of perpetual licenses. The increase in maintenance and services revenues was primarily due to an increase in the sale of maintenance agreements resulting from the growth of our installed customer base. Of the license and first

**Table of Contents**

year maintenance and services revenues recognized in the year ended December 31, 2013, 66% was attributable to revenues from new customers and 34% was attributable to revenues from existing customers. Of the license and first year maintenance and services revenues recognized in the year ended December 31, 2012, 74% was attributable to revenues from new customers and 26% was attributable to revenues from existing customers. As of December 31, 2012 and 2013, 36% and 39%, respectively, of our customers had purchased two or more products.

In each of 2012 and 2013, our maintenance renewal rate was over 90%.

***Cost of Revenues and Gross Margin***

	Year Ended December 31,		% Change
	2012	2013	
	(In thousands)		
Cost of revenues	\$ 4,928	\$ 6,476	31.4%

	Year Ended December 31,	
	2012	2013
	(As a percentage of total revenues)	
Total gross margin	90.8%	91.3%

The increase in cost of revenues was primarily related to an increase of \$1.1 million in salaries and benefits expense due to increased headcount for support and professional services and a \$0.4 million increase in facilities and allocated overhead costs. Although cost of revenues increased in absolute dollars, it declined as a percentage of revenues, reflecting an increase in productivity, as an increased proportion of sales of new products and maintenance and services offerings was generated from existing customers.

***Operating Costs and Expenses***

	Year Ended December 31,		% Change
	2012	2013	
	(In thousands)		
Operating costs and expenses:			
Research and development	\$ 15,034	20,973	39.5%
Sales and marketing	30,036	44,131	46.9%
General and administrative	4,966	8,881	78.8%
Total operating expenses	\$ 50,036	73,985	47.9%

Year Ended December 31,  
2012                      2013

	(As a percentage of total revenues)	
Operating costs and expenses:		
Research and development	28.1%	28.1%
Sales and marketing	56.3%	59.1%
General and administrative	9.3%	11.9%
Total operating expenses	93.7%	99.1%

The increase in research and development expenses was primarily related to an increase of \$4.8 million in salaries and benefits resulting from increased headcount and consultants as part of our focus on enhancing and developing our existing and new products. We also had an increase of \$0.9 million in allocated overhead costs.

**Table of Contents**

The increase in sales and marketing expenses was primarily related to a \$9.8 million increase in salaries and benefits due to increased headcount in all regions to expand our sales force, and commissions on increased customer orders. The remainder of the increase was attributable to a \$1.6 million increase in marketing related expenses, a \$1.2 million increase in facilities and allocated overhead costs and a \$0.7 increase related to travel expenses.

The increase in general and administrative expenses was primarily related to an increase of \$1.5 million in salaries and benefits, and other related compensation, due to increased headcount to support the overall growth of our business, an increase of \$1.2 million in consulting and services fees primarily in connection with becoming a public company and \$0.9 million increase in facilities and allocated overhead costs.

**Financial Expenses, Net**

	Year Ended December 31,		% Change
	2012	2013	
Financial expenses, net	\$ 3,045	\$ 1,274	(58.2)%

The substantial majority of the decrease in financial expenses, net was due to the revaluation of warrants to purchase convertible preferred stock.

**Income Taxes**

	Year Ended December 31,		% Change
	2012	2013	
Income taxes	\$ 247	\$ 356	44.1%

Income taxes for the years ended December 31, 2012 and 2013 were comprised primarily of foreign income taxes and state taxes.

**Comparison of Years Ended December 31, 2011 and 2012****Revenues**

	Year Ended December 31,		% Change
	2011	2012	
Revenues:			
Licenses	\$ 25,436	\$ 31,606	24.3%
Maintenance and services	14,343	21,804	52.0%

Total revenues	\$ 39,779	\$ 53,410	34.3%
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	<b>Year Ended December 31,</b>	
	<b>2011</b>	<b>2012</b>
	<b>(As a percentage of total revenues)</b>	
Revenues:		
Licenses	63.9%	59.2%
Maintenance and services	36.1%	40.8%
Total revenues	100.0%	100.0%



**Table of Contents**

Total revenue growth was attributable to the increased demand for our products and services from new and existing customers, primarily in the domestic market, as well as in international markets. The increase in license revenues was primarily driven by sales to 473 new customers compared to 403 new customers in 2011 and sales of new products. As of December 31, 2011 and 2012, we had over 1,200 and 1,700 customers, respectively. The substantial majority of our license revenues was attributable to sales of perpetual licenses. Of the license and associated first year maintenance and services revenues recognized in the year ended December 31, 2012, 74% was attributable to revenues from new customers and 26% was attributable to revenues from existing customers. Of the license and associated first year maintenance and services revenues recognized in the year ended December 31, 2011, 80% was attributable to revenues from new customers and 20% was attributable to revenues from existing customers. As of December 31, 2011 and 2012, 32% and 36%, respectively, of our customers had purchased two or more products.

In each of 2011 and 2012, our maintenance renewal rate was over 90%.

**Cost of Revenues and Gross Margin**

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>% Change</b>
	<b>(In thousands)</b>		
Cost of revenues	\$ 3,524	\$ 4,928	39.8%

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	
	<b>(As a percentage of total revenues)</b>		
Total gross margin	91.1%	90.8%	

The increase in cost of revenues was primarily related to an increase of \$1.1 million in salaries and benefits expense due to increased headcount in our support and professional services and a \$0.2 million increase in travel expenses.

**Operating Costs and Expenses**

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>% Change</b>
	<b>(In thousands)</b>		
Operating costs and expenses			
Research and development	\$ 13,049	\$ 15,034	15.2%
Sales and marketing	22,095	30,036	35.9%
General and administrative	4,514	4,966	10.0%
Total operating expenses	\$ 39,658	\$ 50,036	26.2%

	<b>Year Ended December 31,</b>	
	<b>2011</b>	<b>2012</b>
	<b>(As a percentage of total revenues)</b>	
Operating costs and expenses		
Research and development	32.8%	28.1%
Sales and marketing	55.5%	56.3%
General and administrative	11.4%	9.3%
Total operating expenses	99.7%	93.7%

**Table of Contents**

The increase in research and development expenses was primarily related to an increase of \$1.9 million in salaries and benefits and stock-based compensation resulting from increased headcount as part of our focus on enhancing and developing our existing and new products.

The increase in sales and marketing expenses was primarily related to a \$5.8 million increase in salaries and benefits due to increased headcount in all regions to expand our sales organization, as well as commissions on increased customer orders. The remainder of the increase was primarily attributable to a \$1.5 million increase in marketing related expenses, a \$0.3 million increase in travel expenses and a \$0.2 million increase in facilities and allocated overhead.

The increase in general and administrative expenses was primarily related to an increase of \$0.4 million in salaries and benefits due to increased headcount to support the overall growth of our business and an increase of \$0.2 million in legal expenses.

***Financial Expenses, Net***

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>% Change</b>
	<b>(In thousands)</b>		
Financial expenses, net	\$ 171	\$ 3,045	1,680.7%

The increase in financial expenses, net was primarily as a result of an increase of \$3.4 million in financial expenses, due to the non-cash revaluation of warrants to purchase convertible preferred stock. This was partially offset by an increase in foreign exchange gain of \$0.3 million, which was primarily a result of the weakening of the U.S. dollar against the NIS.

***Income Taxes***

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>% Change</b>
	<b>(In thousands)</b>		
Income taxes	\$ 224	\$ 247	10.3%

Income taxes remained substantially the same and consists of state and foreign income taxes.

**Table of Contents****Quarterly Results of Operations**

The following table sets forth our unaudited quarterly consolidated statement of operations data for each of the eight quarters ended December 31, 2013. The data presented below has been prepared on the same basis as the audited consolidated financial statements included elsewhere in this prospectus and, in the opinion of management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data. This information should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this prospectus. The results of historical periods are not necessarily indicative of the results of operations for a full year or any future period.

	<b>Three Months Ended</b>							
	<b>March 31, 2012</b>	<b>June 30, 2012</b>	<b>Sept. 30, 2012</b>	<b>Dec. 31, 2012</b>	<b>March 31, 2013</b>	<b>June 30, 2013</b>	<b>Sept. 30, 2013</b>	<b>Dec. 31, 2013</b>
	<b>(In thousands)</b>							
<b>Revenues:</b>								
Licenses	\$ 4,004	\$ 7,604	\$ 7,852	\$ 12,146	\$ 5,879	\$ 10,498	\$ 10,256	\$ 16,855
Maintenance and services	4,797	4,929	5,667	6,411	6,701	7,339	8,254	8,834
Total revenues	8,801	12,533	13,519	18,557	12,580	17,837	18,510	25,689
Cost of revenues <sup>(1)</sup>	936	1,236	1,249	1,507	1,349	1,507	1,652	1,968
Gross profit	7,865	11,297	12,270	17,050	11,231	16,330	16,858	23,721
<b>Operating costs and expenses:</b>								
Research and development <sup>(1)</sup>	3,608	3,591	3,656	4,179	4,519	4,875	5,712	5,867
Sales and marketing <sup>(1)</sup>	6,135	7,247	7,518	9,136	9,208	10,500	11,115	13,308
General and administrative <sup>(1)</sup>	1,526	939	1,085	1,416	1,539	2,220	2,158	2,964
Total operating expenses	11,269	11,777	12,259	14,731	15,266	17,595	18,985	22,139
Operating income (loss)	(3,404)	(480)	11	2,319	(4,035)	(1,265)	(2,127)	1,582
Financial income (expenses), net	(2,113)	(882)	27	(77)	(679)	(324)	(387)	116
Income (loss) before income taxes	(5,517)	(1,362)	38	2,242	(4,714)	(1,589)	(2,514)	1,698
Income taxes	(77)	(63)	(66)	(41)	(77)	(47)	(50)	(182)
Net income (loss)	\$ (5,594)	\$ (1,425)	\$ (28)	\$ 2,201	\$ (4,791)	\$ (1,636)	\$ (2,564)	\$ 1,516

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	<b>Three Months Ended</b>							
	<b>March 31,</b>	<b>June 30,</b>	<b>Sept. 30,</b>	<b>Dec. 31,</b>	<b>March 31,</b>	<b>June 30,</b>	<b>Sept. 30,</b>	<b>Dec. 31,</b>
	<b>2012</b>	<b>2012</b>	<b>2012</b>	<b>2012</b>	<b>2013</b>	<b>2013</b>	<b>2013</b>	<b>2013</b>
	<b>(As a percentage of total revenues)</b>							
<b>Revenues:</b>								
Licenses	45.5%	60.7%	58.1%	65.5%	46.7%	58.9%	55.4%	65.6%
Maintenance and services	54.5	39.3	41.9	34.5	53.3	41.1	44.6	34.4
Total revenues	100.0	100.0	100.0	100.0	100.0	100.0	100.0	100.0
Cost of revenues	10.6	9.9	9.2	8.1	10.7	8.4	8.9	7.7
Gross profit	89.4	90.1	90.8	91.9	89.3	91.6	91.1	92.3
<b>Operating costs and expenses:</b>								
Research and development	41.0	28.7	27.0	22.5	35.9	27.3	30.9	22.8
Sales and marketing	69.7	57.8	55.6	49.2	73.2	58.9	60.0	51.8
General and administrative	17.3	7.5	8.0	7.6	12.2	12.4	11.7	11.5
Total operating expenses	128.0	94.0	90.6	79.3	121.3	98.6	102.6	86.1
Operating income (loss)	(38.6)	(3.9)	0.2	12.6	(32.0)	(7.0)	(11.5)	6.2
Financial income (expenses), net	(24.0)	(7.0)	0.2	(0.4)	(5.4)	(1.8)	(2.1)	0.5
Income (loss) before income taxes	(62.6)	(10.9)	0.4	12.2	(37.4)	(8.8)	(13.6)	6.7
Income taxes	(0.9)	(0.5)	(0.5)	(0.2)	(0.6)	(0.3)	(0.3)	(0.7)
Net income (loss)	(63.5)%	(11.4)%	(0.1)%	12.0%	(38.0)%	(9.1)%	(13.9)%	6.0%

**Table of Contents**

	Three Months Ended							
	March 31, 2012	June 30, 2012	Sept. 30, 2012	Dec. 31, 2012	March 31, 2013	June 30, 2013	Sept. 30, 2013	Dec. 31, 2013
	(In thousands)							
<b>Other financial data:</b>								
Non-GAAP operating income (loss) <sup>(2)</sup>	\$ (3,194)	\$ (394)	\$ 445	\$ 2,437	\$ (3,841)	\$ (843)	\$ (1,617)	\$ 2,244
Non-GAAP net income (loss)	\$ (2,953)	\$ (959)	\$ 429	\$ 2,680	\$ (4,229)	\$ (979)	\$ (1,149)	\$ 2,178

(1) Includes non-cash stock-based compensation expense as follows:

	Three Months Ended							
	March 31, 2012	June 30, 2012	Sept. 30, 2012	Dec. 31, 2012	March 31, 2013	June 30, 2013	Sept. 30, 2013	Dec. 31, 2013
	(In thousands)							
Cost of revenues	\$ 3	\$ 5	\$ 26	\$ 7	\$ 6	\$ 5	\$ 9	\$ 19
Research and development	94	29	157	47	59	126	151	215
Sales and marketing	28	39	173	44	66	199	252	325
General and administrative	85	13	78	20	63	92	98	103
Total non-cash stock-based compensation expense related to employees and consultants	\$ 210	\$ 86	\$ 434	\$ 118	\$ 194	\$ 422	\$ 510	\$ 662

(2) We define non-GAAP operating loss as net operating loss excluding total non-cash stock-based compensation expense.

The following table reflects the reconciliation of operating loss measured in accordance with GAAP to non-GAAP operating loss:

	Three Months Ended							
	March 31, 2012	June 30, 2012	Sept. 30, 2012	Dec. 31, 2012	March 31, 2013	June 30, 2013	Sept. 30, 2013	Dec. 31, 2013
	(In thousands)							
Operating income (loss)	\$ (3,404)	\$ (480)	\$ 11	\$ 2,319	\$ (4,035)	\$ (1,265)	\$ (2,127)	\$ 1,582
Non-GAAP adjustments:								
Total non-cash stock-based compensation expense	210	86	434	118	194	422	510	662
Non-GAAP operating income (loss)	\$ (3,194)	\$ (394)	\$ 445	\$ 2,437	\$ (3,841)	\$ (843)	\$ (1,617)	\$ 2,244

*Seasonality and Quarterly Trends*

Our quarterly results reflect seasonality in the sale of our products and services. Historically, we have experienced a pattern of increased license sales in the fourth quarter. This trend makes it difficult to achieve sequential revenue growth in the first quarter of the following year. Because of customer budget and purchasing trends, demand for our products and services is typically slowest in the first quarter and has resulted in a decrease in quarterly revenues from the fourth quarter to the first quarter of the subsequent fiscal year. We expect these seasonal patterns to continue in the future. Our gross margins and operating loss have been affected by these historical trends because the majority of our expenses are relatively fixed quarter over quarter. The timing of revenues in relation to our expenses, much of which does not vary directly with revenues, has an impact on the cost of revenues, research and development expenses, sales and marketing expenses and general and administrative expenses as a percentage of revenues in each calendar quarter during the year. The majority of our expenses is personnel-related costs, which consists of salaries, employee benefits (including commissions and bonuses) and stock-based compensation. As a result, we have not experienced significant seasonal fluctuations in the timing of expenses from period to period. Although these seasonal factors are common in the technology industry, historical patterns should not be considered a reliable indicator of our future sales activity or performance.

**Table of Contents**

Our revenues increased in each quarter as compared with the same quarter in the prior year due to an increase in sales of our licenses to new customers as well as incremental sales to existing customers and due to increases in our maintenance and services revenues primarily resulting from increases in our installed base of customers.

Cost of revenues has increased in each quarter as compared with the same quarter in the prior year primarily due to the increased cost of providing maintenance and services to our expanding customer base.

Total operating costs and expenses increased in each quarter as compared with the same quarter in the prior year, primarily due to the addition of personnel in connection with the expansion of our business. Revenue seasonality also has an impact on operating costs and expenses as we typically experience a slight reduction in operating costs and expenses in the first quarter compared to the preceding year's fourth quarter due to lower commission expenses. Operating costs and expenses in the fourth quarter increased due to increased commissions earned on customer orders entered into at year-end and expenses recorded in connection with year-end bonuses.

**Liquidity and Capital Resources**

The following table shows our cash flows from operating activities, investing activities and financing activities for the stated periods:

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>(In thousands)</b>		
Net cash provided by operating activities	\$ 1,279	\$ 1,732	\$ 54
Net cash used in investing activities	(1,006)	(642)	(5,716)
Net cash provided by financing activities	562	403	825
Increase (decrease) in cash and cash equivalents	\$ 835	\$ 1,493	\$ (4,837)

Since 2009, we have funded our operations primarily through cash generated from operations. Prior to 2009, we financed our operations through the sale of preferred stock and to a lesser extent cash generated from operations. On December 31, 2013, our cash and cash equivalents and short-term deposits of \$14.0 million were held for working capital purposes and were invested primarily in deposits. We intend to increase our investment in capital expenditures in 2014, consistent with the growth in our business and operations. We believe that our existing cash and cash equivalents, short-term deposits and cash flow from operations will be sufficient to fund our operations and capital expenditures for at least the next 12 months. Our future capital requirements will depend on many factors, including our rate of revenue growth, the expansion of our sales and marketing activities, the timing and extent of spending to support product development efforts and expansion into new geographic locations, the timing of introductions of new software products and enhancements to existing software products and the continuing market acceptance of our software offerings.

As of December 31, 2013, we had no outstanding debt under our credit facility agreement. We have begun incurring costs as a public company that we had not previously incurred prior to our initial public offering, including, but not limited to, increased directors' and officers' insurance, consultants fees, expenses for compliance with the Sarbanes-Oxley Act of 2002 and rules implemented by the SEC and various other costs.

**Operating Activities**



Net cash provided by operating activities is driven by sales of our products less costs and expenses, primarily payroll and related expenses. Collection of accounts receivable from the sales of our software offerings is a significant component of our cash flows from operating activities, as is the change in deferred revenues which represents unearned amounts billed to our channel partners, related to these sales.

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**Table of Contents**

For 2013, cash inflows from our operating activities were \$0.1 million, reflecting our net loss of \$7.5 million, which included \$4.3 million of non-cash charges. Our net loss was primarily driven by increased headcount of our sales force and R&D personnel. Net cash provided by operating activities was also impacted by two of our historically known seasonal patterns (i) most of our sales are typically made during the last three weeks of every quarter, and (ii) our highest sales of products and services occur during the fourth fiscal quarter, with a low or negative sequential revenue growth in the first quarter. While both patterns had an impact on the large amount of accounts receivable as of the end of 2013 fiscal year, the second pattern has historically caused our largest collections to occur during the first quarter, and a relatively lower collection during the second quarter. These seasonal trends also impact our operating income (loss) because the majority of our expenses are relatively fixed in the short term. For the year ended December 31, 2013, additional sources of cash inflows were from changes in our working capital, including a \$7.4 million increase in deferred revenues, a \$3.8 million increase in accrued compensation and accrued expenses and other liabilities and a \$0.3 million increase in accounts payable. This is partially offset by an \$8.2 million increase in accounts receivable reflecting the seasonal pattern discussed above. Our days sales outstanding ( DSO ) was 74 days for the year ended December 31, 2013. The decrease in DSO, from 83 days in the year ended December 31, 2012, reflects stronger than usual collection of accounts receivable from sales of our software.

For 2012, cash inflows from our operating activities were \$1.7 million, reflecting our net loss of \$4.8 million, which included non-cash charges of \$4.7 million. Additional sources of cash inflows were from changes in our working capital, including a \$4.4 million increase in accounts receivable, due to increased sales of our software offerings and a \$0.7 million increase in prepaid expenses and other current assets, partially offset by a \$4.1 million increase in deferred revenues, resulting from the growth in our installed customer base combined with strong maintenance and support renewal rates from our existing customers, a \$1.8 million increase in accrued compensation and accrued expense and other liabilities and a \$1.1 million increase in accounts payable due to the timing of payments. Our DSO was 83 days for the year ended December 31, 2012.

For 2011, cash inflows from our operating activities were \$1.3 million, reflecting our net loss of \$3.8 million, which included non-cash charges of \$0.3 million. Additional sources of cash inflows were from changes in our working capital, including a \$3.2 million increase in accounts receivable, due to increased sales of our software offerings, partially offset by a \$5.5 million increase in deferred revenues, which represents unearned amounts billed to our channel partners, resulting from the growth in our installed customer base combined with strong maintenance and support renewal rates from our existing customers, a \$2.4 million increase in accrued compensation and accrued expense and other liabilities and a \$0.2 million increase in accounts payable due to the timing of payments. Our DSO was 82 days for the year ended December 31, 2011.

***Investing Activities***

Our investing activities consist primarily of capital expenditures to purchase property and equipment, sales and purchases of short-term investments and changes in our restricted cash. In the future, we expect to continue to incur capital expenditures to support our expanding operations.

During 2013, net cash used in investing activities of \$5.7 million was primarily attributable to an increase of \$4.0 million in short-term deposits and a \$1.3 million increase in capital expenditures for technology hardware to support our growth during the period including hardware, software, office equipment and leasehold improvements.

During 2012, net cash used in investing activities of \$0.6 million was primarily attributable to capital expenditures for technology hardware to support our growth during the period, as well as leasehold improvements on our corporate headquarters.

During 2011, net cash used in investing activities of \$1.0 million was primarily attributable to \$0.5 million in capital expenditures for technology hardware to support our growth during the period and \$0.5 million net purchases of short-term investments.

**Table of Contents*****Financing Activities***

In 2013, net cash provided by financing activities of \$0.8 million was attributable to \$1.1 million of proceeds received from the exercise of warrants to purchase shares of Series D convertible preferred stock, which was partially offset by deferred equity cost payments of \$0.4 million.

In 2012, net cash provided by financing activities of \$0.4 million was attributable to \$1.0 million proceeds received from the sale of common stock and \$0.2 million from the exercise of stock options, which was partially offset by payments of \$0.8 million for the repurchase of common stock.

In 2011, net cash provided by financing activities of \$0.6 million was attributable to \$2.5 million proceeds received from the issuance of preferred stock and \$0.4 million from the exercise of stock options, which was partially offset by payments of \$1.9 million for the repurchase of common stock and \$0.5 million for repayment of a long-term loan.

***Loan and Security Agreements***

In May 2012, we entered into a loan and security agreement with TriplePoint Capital LLC, or TriplePoint, which was amended in May 2013. The agreement provides us with a line of credit of up to \$15 million, which we may draw from until June 30, 2015. Interest on any drawdown under the line of credit accrues at the prime rate (which cannot be lower than 3.25%) plus 6.25%. The interest rate as of December 31, 2013 was 9.5%. As of December 31, 2013, we had no balance outstanding under the line of credit as we have never utilized it. The agreement contains customary affirmative and negative covenants, including covenants not to engage in mergers or acquisitions or assume certain indebtedness without lender consent. As part of the agreement, we granted TriplePoint a first priority security interest in our personal property, excluding intellectual property and other intangible assets. The agreement also contains customary events of default. We were in compliance with all covenants as of December 31, 2013.

**Contractual Payment Obligations**

Our principal commitments primarily consist of obligations under leases for office space and motor vehicles. Aggregate minimum rental commitments under non-cancelable leases as of December 31, 2013 for the upcoming years were as follows:

	Total	Payments Due by Period			More Than 5 Years
		Less Than 1 Year	1-3 Years	3-5 Years	
Operating lease obligation	\$ 3,721	\$ 1,910	\$ 1,811	\$	\$

(In thousands)

We have obligations related to unrecognized tax benefit liabilities totaling \$0.3 million, which have been excluded from the table above as we do not think it is practicable to make reliable estimates of the periods in which payments for these obligations will be made. See Note 11 of the notes to our consolidated financial statements included elsewhere in this prospectus.

**Off-Balance Sheet Arrangements**

In 2011, 2012 and 2013, we did not have any off-balance sheet arrangements.

**Critical Accounting Policies and Estimates**

We prepare our consolidated financial statements in accordance with generally accepted accounting principles in the United States. The preparation of consolidated financial statements also requires us to make

## **Table of Contents**

estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management's judgments and estimates. Critical accounting policies and estimates are those that we consider the most important to the portrayal of our financial condition and results of operations because they require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of the matters that are inherently uncertain.

### ***Revenue Recognition***

We generate revenues in the form of software license fees and related maintenance and services fees. License fees include perpetual and term license fees. Maintenance and services primarily consist of fees for maintenance services (including support and unspecified upgrades and enhancements when and if they are available) and professional services that are not essential to functionality of our software. Almost all our worldwide revenues are generated from sales to channel partners. We recognize revenues when all of the following conditions are met:

there is persuasive evidence of an arrangement;

the software or services have been delivered;

the amount of fees to be paid is fixed or determinable;

the collection of the fees is probable;

there are no uncertainties surrounding product acceptance; and

there are no significant future performance obligations.

Signed agreements are used as evidence of an arrangement. If a contract does not exist, we have used a purchase order as evidence of an arrangement. In cases where both a signed contract and a purchase order exist, we consider the signed contract to be the final persuasive evidence of an arrangement. All of our software is delivered electronically. Electronic delivery occurs once we provide access to the software via a license key. We assess whether the fee is fixed or determinable at the outset of the arrangement, primarily based on the payment terms associated with the transaction. We do not generally offer extended payment terms. Our payment terms are primarily between 30 and 90 days from delivery of software and maintenance. We assess collectability of the fee based on a number of factors such as collection history and creditworthiness of the channel partner. If we determine that collectability is not probable, revenues are deferred until receipt of cash. Fees and arrangements with payment terms extending beyond customary payment terms are considered not to be fixed or determinable, in which case revenues are deferred and recognized when payments become due, provided that all other revenue recognition criteria have been met.

Substantially all of our software licenses are perpetual licenses sold in multiple-element arrangements that include maintenance and may also include services.

Vendor specific objective evidence, or VSOE, of the fair value is not available for these perpetual software licenses as they are never sold without maintenance. VSOE of the fair value generally exists for all undelivered elements and for any services that are not essential to the functionality of the delivered software. We have defined classes of transactions, based on the value of licensed software products purchased from us. The prices of renewals for each class of transaction are determined as a fixed percentage of the total gross value of licensed software products the customer purchased. We account for delivered software licenses under the residual method.

## **Table of Contents**

Under the residual method, VSOE of the fair value of the undelivered elements is deferred and the remaining portion of the contract fee is recognized as licenses revenue. If evidence of VSOE of the fair value of one or more undelivered elements does not exist, all revenues are generally deferred and recognized when delivery of those elements occurs or when fair value can be established.

Maintenance agreements consist of fees for providing unspecified software updates on a when and if available basis and technical support for software products for an initial term, typically one year. Maintenance revenues are recognized ratably over the term of the agreement. We have established VSOE of the fair value of maintenance on perpetual licenses due to consistently priced standalone sales of maintenance.

When software is licensed for a specified term, fees for support and maintenance are generally bundled with the license fee over the entire term of the contract, typically one year. In these cases, we do not have VSOE of the fair value for support and maintenance. Revenues related to term license fees are recognized ratably over the contract term beginning on the delivery date of the software license key and continuing through the end of the term of the underlying maintenance contract, which is typically up to one year.

License arrangements may also include professional services. In determining whether professional services revenues should be accounted for separately from licenses revenues, we evaluate whether the professional services are considered essential to the functionality of the software using factors such as: the nature of our software products; whether they are ready for use by the customer upon receipt; the nature of our implementation services, which typically do not involve significant customization to or development of the underlying software code; the availability of services from other vendors; whether the timing of payments for licenses revenues is coincident with performance of services; and whether milestones or acceptance criteria exist that affect the realizability of the software license fee. Substantially all of our professional services arrangements are billed on a time and materials basis and, accordingly, are recognized as the services are performed. Training revenues are recognized as training services are delivered. To date, professional services have not been considered essential to the functionality of the software. VSOE of fair value of professional services is based upon stand-alone sales of those services. Payments received in advance of services performed are deferred and recognized when the related services are performed.

Generally, we do not offer credits or refunds and therefore have not recorded any sales return allowance for any of the periods presented. In addition, our revenue arrangements do not include a general right of return for delivered products. Upon a periodic review of outstanding accounts receivable, amounts that are deemed to be uncollectible are written off against the allowance for doubtful accounts.

### ***Stock-based Compensation Expense***

We account for stock-based compensation granted to employees, non-employee directors and independent contractors in accordance with ASC 718, Compensation-Stock Compensation and ASC 505-50, Equity-Based Payments to Non-Employees, which require the measurement and recognition of compensation expense for all stock-based payment awards based on fair value.

The fair value of each option award is estimated on the grant date using the Black-Scholes-Merton option-pricing model. The stock-based compensation expense, net of forfeitures, is recognized using a straight-line basis over the requisite service period of the award, which is generally four years. Estimated forfeitures are based on actual historical pre-vesting forfeitures.

### ***Key assumptions***



The Black-Scholes-Merton option-pricing model requires the input of highly subjective assumptions, including the fair value of the underlying common stock, the expected volatility of the price of our common stock, the expected term of the option, risk-free interest rates and the expected dividend yield of our common

**Table of Contents**

stock. These estimates involve inherent uncertainties and the application of management's judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future. These assumptions are estimated as follows:

*Fair value of our common stock.* Because our stock was not publicly traded prior to our initial public offering, we estimated the fair value of our common stock, as discussed in "Common stock valuations" below. Upon the completion of our initial public offering, our common stock will be valued by reference to the publicly-traded price of our common stock.

*Expected term.* The expected term represents the period that our stock-based awards are expected to be outstanding. For stock-option awards which were at the money when granted, as we do not have sufficient historical experience for determining the expected term of the stock option awards granted, we have based our expected term on the simplified method available under SAB 110. For stock-option awards which were in the money when granted, we used an expected term which we believe is appropriate under these circumstances, which is not materially different than determining the expected term based on a lattice model.

*Risk-free rate.* The risk-free interest rate is based on the yields of U.S. Treasury securities with maturities similar to the expected term of the options for each option group.

*Dividend yield.* We have never declared or paid any cash dividends and do not presently plan to pay cash dividends in the foreseeable future. Consequently, we used an expected dividend yield of zero.

If any of the assumptions used in the Black-Scholes-Merton model change significantly, stock-based compensation for employees and consultants for future awards may differ materially compared with the awards granted previously.

The following table presents the assumptions used to estimate the fair value of options granted during the periods presented:

	Year ended December 31,		
	2011	2012	2013
Expected term (in years)	6.25	6.25	6.25
Expected volatility	60%	60-75%	60-75%
Risk-free rate	1.07%-2.41%	1.10%-1.24%	1.13%-2.29%
Dividend yield	0.0%	0.0%	0.0%

During the years ended December 31, 2011, 2012 and 2013, we incurred non-cash stock-based compensation expense of \$0.2 million, \$0.8 million and \$1.8 million, respectively. We expect to continue to grant stock options in the future, and to the extent that we do, our actual share-based compensation expense for employees and consultants recognized will likely increase.

**Common stock valuations**

The fair value of the shares of common stock underlying our stock options was determined by our board of directors, with input from management. Our board of directors is comprised of a majority of non-employee directors with significant experience in the technology industry. We believe that our board of directors has the relevant experience and expertise to determine fair value of our common stock as of each respective grant date. The valuations of our common stock were determined in accordance with the guidelines outlined in the American Institute of Certified Public Accountants Practice Aid, *Valuation of Privately-Held-Company Equity Securities Issued as Compensation*, or AICPA Practice Aid. The assumptions we used in the valuation model is based on future expectations combined with management judgment. In the absence of a public trading market, our board of directors, with input from management, exercised significant judgment and considered numerous objective and subjective factors to determine the fair value of our common stock as of the date of each option grant, including the following factors:

independent valuations performed at periodic intervals by independent third-party specialists;

**Table of Contents**

the prices, rights, preferences and privileges of our convertible preferred stock relative to those of our common stock;

our operating and financial performance;

current business conditions and projections;

our stage of development;

our likelihood of achieving a liquidity event for the shares of common stock underlying these stock options, such as an initial public offering or sale of our company, given prevailing market conditions;

any adjustments necessary to recognize a lack of marketability for our common stock;

trends and developments in our industry;

the purchase of our common stock and preferred stock by third party investors in arms-length transactions;

the market performance of comparable publicly traded technology companies;

U.S. and global economic and capital market conditions; and

the hiring of key personnel.

In the case of an initial public offering, the preferred stock would convert into common stock on a one to one basis, and accordingly would receive the same amount of proceeds per share as a share of common stock. In the case of a sale or liquidation of the company, the preferred stock would receive its liquidation preference and thereafter share in the remaining proceeds with the common stock, accordingly receiving a greater amount of proceeds per share than a share of common stock. Accordingly, we determined the fair value of our common stock under two scenarios and then applied a weighted average of these values based on their relative probabilities in order to calculate the final per share value.

First, we determined our firm value in an exit scenario due to a liquidity event, such as an initial public offering, or IPO, using the market approach and based on preliminary discussions with investment banks. In this scenario, which we refer to as a fully diluted scenario, all preferred stock, warrants for preferred stock and options for our common stock convert into, or are deemed to be exercised for, common stock. The firm value is divided by the resulting number of shares to determine a per share value.

Second, we determined our firm value using the discounted cash flow, or DCF, method to determine firm value in a sale scenario. We allocated the value between all elements of our capital structure (preferred stock, common stock, warrants for preferred stock and options for common stock) using the option pricing model, or OPM, on the assumption that our preferred stock benefitted from its liquidation preference, as follows:

Under the DCF method we calculated our projected after-tax cash flows available to return to holders of invested capital, discounted back to present value using a discount rate (known as the weighted cost of capital), which represents the time value of money and the appropriate degree of risk inherent in a business and derived from an analysis of the cost of capital of publicly traded companies that we determined had businesses and financial risks similar to us as of each valuation date, as adjusted to reflect the risks inherent in our cash flows.

Under the OPM, preferred and common stock are treated as a series of call options, with the preferred stock, having an exercise price based on the liquidation preference of the respective preferred stock. The OPM operates through a series of Black Scholes Merton option pricing models, with the strike prices of the options representing the upper and lower bounds of the proceed ranges that a security holder would receive upon a liquidity event. The strike prices occur at break points where the allocation of firm value changes among the various security holders. The

**Table of Contents**

common stock is presumed to have value only if funds available for distribution to stockholders exceed the value of the respective liquidation preferences at the time of a liquidity event. The OPM requires an enterprise level input of firm value or a transaction level input of specific security value (typically, a recently issued convertible preferred security) to anchor the allocation of firm value among the various classes of securities.

In making the final determination, we also applied a discount for lack of marketability and a voting right differential, as applicable, to our common stock and our founders' stock, respectively.

Valuation multiples of the identified comparable companies were compared to our implied multiples to confirm the reasonableness of our enterprise value. As comparable companies, we selected other enterprise software public companies based upon their principal operational areas of business, similarity of business model and product offerings, primary license-based rather than software-as-a-service based delivery system, revenue model, size, growth prospects, and current and prospective profit potential. Our peer group companies have been consistent from the beginning of 2012.

We granted the following stock option awards, between January 1, 2012 and the date of this prospectus:

<b>Option Grant Date</b>	<b>Number of Options Granted</b>	<b>Common Stock Fair Value Per Share of Common Stock at Grant Date</b>	<b>Exercise Price</b>	<b>Aggregate Grant Date Fair Value<sup>(2)</sup></b>
February 27, 2012	29,500	\$ 12.10	\$ 6.80	\$ 244,260
February 27, 2012 <sup>(1)</sup>	14,929	15.09	8.80	152,574
May 10, 2012	67,500	15.13	6.80	803,250
October 17, 2012	73,500	15.57	12.47	803,355
January 14, 2013	43,000	17.47	12.47	541,370
February 19, 2013	57,200	19.15	12.47	805,948
April 17, 2013	277,000	19.57	12.47	3,991,570
August 19, 2013	112,100	22.64	21.14	1,506,624
August 26, 2013	16,600	22.90	21.14	226,424
October 16, 2013	12,000	24.36	24.23	169,080
October 20, 2013	33,500	24.36	24.23	472,015

(1) Stock options granted to founders.

(2) Aggregate grant date fair value was determined using the Black-Scholes option pricing model.

Based upon the initial public offering price of \$22.00 per share, the aggregate intrinsic value of options outstanding as of December 31, 2013 was approximately \$58.2 million, of which approximately \$52.4 million related to vested options and approximately \$5.8 million related to unvested options.

We believe we applied a reasonable valuation method to determine the stock option exercise prices on the respective stock option grant dates. We obtained retrospective independent third party valuations that were performed with respect to the fair value of our common stock as of June 30, 2012 and September 30, 2012 and a contemporaneous

independent third party valuations which were performed as of June 30, 2013, August 16, 2013 and September 30, 2013. A combination of factors led to changes in the fair value of our common stock. Certain of the significant factors considered by our board of directors to determine the fair value per share of our common stock for purposes of calculating stock-based compensation costs during this period included:

**February 2012 grant.** Our board determined the fair value of our common stock as of February 27, 2012 to be \$12.10 per share and our founders' stock to be \$15.09 per share. As part of this determination, our board considered the valuation analyses conducted for June 30, 2012, and concluded that the continued development of

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**Table of Contents**

our business made it appropriate to apply an interpolated value of our common stock as determined for June 2012. Specifically, our business continued to grow from February 2012 through June 2012 consistently. To arrive at these values, we allocated a 60% probability to an IPO and a 40% probability to a sale transaction arriving to unadjusted value of our common stock. Then we (1) applied a 15% discount due to lack of marketability to arrive at a final value of \$12.10 per share for our non-founders common stock; and (2) added to the unadjusted value of our common stock a 6% premium to arrive at a fair value for our founders' stock as our founders have the right to elect a board member, as well as have access to financial information and other privileges beyond those available to other holders of our common stock.

**May 2012 grant.** Our board determined the fair value of our common stock to be \$15.13 per share as of May 10, 2012. As part of this determination, our board considered an independent third party valuation conducted for June 30, 2012. In order to estimate our firm value, we considered the value derived from a third-party sale of shares in an arms length transaction. We derived the fair value of our common stock from that firm value in an IPO scenario to which we attributed a 60% probability. In order to estimate our firm value based on a sale transaction, we prepared a detailed financial projections and discounted the future income that our business will generate. We used a discount rate of 15% for the DCF method in connection with that scenario. In addition, we considered the market performance of comparable publicly-traded technology companies. We considered the overall probability of a sale transaction to be 40%. We allocated that firm value to our common stock using the OPM assuming a liquidity event in 2.5 years. Applying these weightings, we arrived at a value of \$16.81 per share of common stock, to which we applied a 10% discount due to lack of marketability, to arrive at a final value of \$15.13 per share for our common stock.

**October 2012 grant.** Our board determined the fair value of our common stock to be \$15.57 as of October 17, 2012. As part of this determination, our board considered an independent third party valuation conducted for September 30, 2012. For the purpose of this valuation, for an IPO scenario, we used the same methodologies, weightings and discounts as we had used to value our stock as of May 2012. Our operating and financial performance continued to grow consistently, and, accordingly, our value under the DCF increased slightly due to the passage of one quarter since the prior valuation. We allocated that firm value to our common stock using the OPM assuming a liquidity event in 2.5 years. We used a volatility of 75%. On this basis, we arrived at a value of \$17.30 per share of common stock, which we discounted by 10% due to lack of marketability, to arrive at a final value of \$15.57 per share for our common stock.

**January 2013, February 2013 and April 2013 grants.** Our board concluded that the continued development of our business made it appropriate to apply values of \$17.47, \$19.15 and \$19.57, respectively, to our common stock, based upon a straight line interpolation between the concluded fair values from September 30, 2012 to June 30, 2013. Specifically, the increase in our common stock value between these dates was consistent with the increase in our revenues. There were no significant intervening events or conditions that were identified between September 30, 2012 and June 30, 2013. Accordingly, we determined that the reasonable approach was to take the estimated fair value based on the linear progression of the two valuations to reflect the ongoing growth of our business.

For June 30, 2013, our board determined the fair value of our common stock to be \$21.14 per share. As part of this determination, our board considered a contemporaneous independent third party valuation. Our operating and financial performance continued to grow and favorable industry trends were noted in comparison to September 30, 2012, when we conducted the previous third party valuation. In addition our board considered (1) change in the receptiveness of US markets to technology companies and in particular, at that time, we were discussing the possibility of an IPO with investment banks and planned to commence preparation of an IPO in the coming months. and, as a result, an increase in the probability of the IPO scenario from 60% to 75%; (2) firm value derived from an IPO scenario based on discussions with the underwriters; (3) change in the time to liquidity event; and (4) consistent increase in our operating and financial performance.



In order to estimate our firm value, we considered low and high estimated valuations for the IPO applying a 75% overall probability of an IPO. For purposes of a sale transaction, we used the DCF model applying a

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**Table of Contents**

discount rate of 14%. The resulting firm value was allocated among the elements of our capital structure using the OPM assuming a liquidity event in 1.5 years. We estimated the probability of a non-IPO transaction or exit event to be 25% as of that date. Applying these weightings, we arrived at a value of \$23.26 per share of common stock, which we discounted by 10% due to lack of marketability, to arrive at a final value of \$21.14 per share.

***August 2013 grants.*** Our board determined the fair value of our common stock to be \$22.64 and \$22.90 per share as of August 19, 2013 and August 26, 2013, respectively, based upon a straight line interpolation between the concluded fair values as of August 16, 2013 to September 30, 2013. As part of this determination, our board considered contemporaneous independent third party valuations conducted as of August 16, 2013 and September 30, 2013. There were no significant intervening events or conditions that were identified between August 16, 2013 and September 30, 2013. Accordingly, we determined that it was reasonable to take the estimated fair value based on the linear progression of the two valuations to reflect the ongoing growth of our business.

On August 16, 2013, in order to estimate our firm value, we considered information based on preliminary discussions with investment banks. Also, as we were progressing with our business plan, achieving forecasted revenue growth, we were progressing with our IPO process. We had narrowed the timing for the IPO from the fourth quarter of 2013 through the first quarter of 2014 to November December 2013 and consequently increased the IPO probability from 75% to 85%. For purposes of a sale transaction, we used the DCF model applying a discount rate of 13.8%. The resulting firm value was allocated among the elements of our capital structure using the OPM assuming a liquidity event in 1.5 years. We estimated the probability of a non-IPO transaction or exit event to be 15% as of that date. Applying these weightings, we arrived at a value of \$25.02 per share of common stock, which we discounted by 10% due to lack of marketability, to arrive at a final value of \$22.52 per share.

On September 30, 2013, in order to estimate our firm value, we considered information based on preliminary discussions with investment banks. Also, our revenue growth continued to increase, along with the growth in market performance of comparable publicly-traded technology companies. We concluded the probability of an IPO scenario to be 85%. For purposes of a sale transaction, we used the DCF model applying a discount rate of 13.2%. The resulting firm value was allocated among the elements of our capital structure using the OPM, assuming a liquidity event in 1.5 years. We estimated the probability of a non-IPO transaction or exit event to be 15% as of that date. Applying these weightings, we arrived at a value of \$26.92 per share of common stock, which we discounted by 10% due to lack of marketability, to arrive at a final value of \$24.23 per share.

***October 2013 grants.*** Our board determined the fair value of our common stock to be \$24.36 per share as of October 16, 2013 and October 20, 2013, based upon a straight line interpretation from the concluded fair value as of September 30, 2013. There were no significant intervening events or conditions that were identified from September 30, 2013. Accordingly, we determined that it was reasonable to take the estimated fair value based on the linear progression from the valuation to reflect the ongoing growth of our business.

***Anticipated Offering Price Range***

In February 2014, we determined, after consultation with the underwriters, that our anticipated initial offering price range would be \$19.00 to \$21.00 per share. We had previously determined the fair value of our shares of common stock as of December 31, 2013 to be \$24.23 per share.

We determined our proposed price range after considering multiples of our projected 2014 revenues based on the forward adjusted revenues of comparable companies. The decrease from the fair value that we had estimated as of December 31, 2013 resulted primarily from the focus by the underwriters on a smaller group of comparable companies and the application of a customary IPO discount to our fair value. The decrease also reflects the fact that

determinations of fair value are inherently judgmental and that we had determined the fair value of our shares of common stock using the best available information at the time.

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**Table of Contents*****Income Taxes***

We account for income taxes in accordance with the FASB ASC No. 740, or ASC 740, Accounting for Income Taxes. We make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, tax benefits and deductions and in the calculation of certain tax assets and liabilities, which arise from differences in the timing of recognition of revenues and expense for tax and financial statement purposes. Significant changes to these estimates may result in an increase or decrease to our tax provision in the subsequent period when such a change in estimate occurs.

Management must exercise significant judgment to determine our provision for income taxes. To the extent that we believe any amounts are not more likely than not to be realized, we record a valuation allowance to reduce our deferred income tax assets. As of December 31, 2013, we had net operating loss carryforwards of \$15.4 million and had recorded a full valuation allowance against these deferred net tax assets based on the available evidence at that time that it was more likely than not that we would not be able to utilize all of these deferred tax assets in the future. While we believe the positions we have taken are appropriate, we record reserves for taxes to address potential exposures involving tax positions that we believe could be challenged by taxing authorities. We record a benefit on a tax position when we determine that it is more likely than not that the position is sustainable upon examination. For tax positions that are more likely than not to be sustained, we measure the tax position at the largest amount of benefit that has a greater than 50% likelihood of being realized when it is effectively settled.

Although we believe our reserves for uncertain tax positions are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in our historical income tax provisions and accruals. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different from the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the effect of reserves for uncertain tax positions and any changes to the reserves that are considered appropriate, as well as the related net interest and penalties, if applicable.

***Estimation of Fair Value of Warrants to Purchase Convertible Preferred Stock***

Our outstanding warrants to purchase shares of our convertible preferred stock are subject to the requirements of ASC 480-10, which requires us to classify these warrants as long-term liabilities and to adjust the value of these warrants to their fair value at the end of each reporting period. We estimated the fair value of these warrants at the respective balance sheet dates using the Black-Scholes-Merton option-pricing model, based on the estimated market value of the underlying convertible preferred stock at the valuation measurement date, the remaining contractual term of the warrant, risk-free interest rates and expected dividends on and expected volatility of the price of the underlying convertible preferred stock. These estimates, especially the market value of the underlying convertible preferred stock and the expected volatility, are highly judgmental and could differ materially in the future. The fair value of the warrants amounted to \$5,774 and \$2,866 as of December 31, 2012 and 2013, respectively, in each case using the Black-Scholes-Merton option-pricing model based on the above assumptions.

Immediately prior to the closing of this offering, all outstanding warrants to purchase convertible preferred stock will become warrants to purchase our common stock and, as a result, will no longer be subject to ASC 480-10. The then-current aggregate fair value of these warrants will be reclassified from liabilities to additional paid-in capital, a component of stockholders' equity, and we will cease to record any related periodic fair value adjustments.



## **Table of Contents**

### **Quantitative and Qualitative Disclosure about Market Risk**

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in interest rates and foreign currency exchange rates. We do not hold or issue financial instruments for trading purposes.

#### ***Foreign Currency Exchange Risk***

Approximately 27% and 30% of our revenues for 2012 and 2013, respectively, were earned in non-U.S. dollar denominated currencies, mainly in the Euro and Pounds Sterling. Our expenses are generally denominated in the currencies in which our operations are located, primarily the U.S. dollar and NIS, and to a lesser extent the Euro and Pounds Sterling. Our NIS-denominated expenses consist primarily of personnel and overhead costs. Our consolidated results of operations and cash flow are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. The effect of a hypothetical 10% change in foreign currency exchanges rates applicable to our business would not have a material impact on our historical consolidated financial statements.

For purposes of our consolidated financial statements, local currency assets and liabilities are translated at the rate of exchange to the U.S. dollar on the balance sheet date and local currency revenues and expenses are translated at the exchange rate at the date of the transaction or the average exchange rate dollar during the reporting period to the United States.

To date, we have used derivative financial instruments, specifically foreign currency forward contracts, to manage exposure to foreign currency risks, by hedging a portion of our forecasted expenses denominated in NIS expected to occur within six months. The effect of exchange rate changes on foreign currency forward contracts is expected to offset the effect of exchange rate changes on the underlying hedged item. We do not use derivative financial instruments for speculative or trading purposes.

#### ***Interest Rate Risk***

We had cash and cash equivalents and short-term deposits of \$14.0 million as of December 31, 2013 (excluding \$0.2 million of short-term restricted cash). We hold our cash and cash equivalents and short-term deposits for working capital purposes. Our cash and cash equivalents are held in cash deposits and money market funds. Due to the short-term nature of these instruments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. Declines in interest rates, however, would reduce future interest income.

As of December 31, 2013, we had no outstanding obligations under our line of credit. To the extent we enter into other long-term debt arrangements in the future, we would be subject to fluctuations in interest rates which could have a material impact on our future financial condition and results of operation.

#### ***Inflation***

We do not believe that inflation had a material effect on our business, financial condition or results of operations in the last three years. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

**New and Revised Financial Accounting Standards**

Section 107 of the JOBS Act permits emerging growth companies, such as us, to take advantage of the extended transition period in Section 13(a) of the Exchange Act, for adopting new or revised accounting

**Table of Contents**

standards until such time as those standards apply to private companies. We have irrevocably elected not to avail ourselves of this and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

**Recently Issued Accounting Pronouncements**

We have reviewed recent accounting pronouncements and concluded that they are either not applicable to our business or that no material effect is expected on the consolidated financial statements as a result of their future adoption.



**Table of Contents**

**BUSINESS**

**Mission**

Our mission is to help enterprises realize value from their unstructured data.

**Overview**

We provide an innovative software platform that allows enterprises to map, analyze, manage and migrate their unstructured data. We specialize in human-generated data, a type of unstructured data that includes an enterprise's spreadsheets, word processing documents, presentations, audio files, video files, emails, text messages, and any other data created by employees. This data often contains an enterprise's financial information, product plans, strategic initiatives, intellectual property and numerous other forms of vital information. Our Metadata Framework is a proprietary technology platform that extracts critical metadata, or data about data, from an enterprise's IT infrastructure and uses this contextual information to map functional relationships among employees, data objects, content and usage. IT and business personnel deploy our software for a variety of use cases, including data governance, data security, archiving, file synchronization, enhanced mobile data accessibility and information collaboration.

In today's information-based economy, enterprises must share, protect and manage their vital information assets; however, the rapid growth in data volume and complexity is making it significantly harder for enterprises to do so. The IDC Study estimates that the amount of digital information created and replicated will grow at a compound annual growth rate of 39% from 2012 through 2020 and more than 90% of the data created in the next decade will be unstructured data. We believe that unstructured data represents a critical business asset, and enterprises are increasingly seeking ways to maximize the value of this data, while simultaneously ensuring that the data is appropriately secured and managed. Despite the importance of their digital assets, most enterprises have difficulty tracking who has access to select data, who is responsible for that data, and which employees are accessing, creating, manipulating or deleting it.

The revolution in internet search occurred when search engines began to mine internet metadata, such as the links between pages, in addition to page content, thereby making the internet's content more usable and consequently more valuable. Similarly, our Metadata Framework creates advanced searchable data structures and provides real-time intelligence about an enterprise's massive volumes of human-generated content, to create more accessible, manageable and secure human-generated data.

We believe that the technology underlying our Metadata Framework is our primary competitive advantage. The strength of our solution is driven by several proprietary technologies and methodologies that we have developed, coupled with how we have seamlessly combined them into our highly versatile Metadata Framework. Our technological advantage stems from us having developed a way to do each of the following:

determine which metadata to capture;

capture that metadata without imposing any strains or latencies on the enterprise's computing infrastructure;

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modify that metadata in a way which makes it comparable and analyzable despite it having originated from disparate IT systems;

create supplemental metadata, as needed, when the existing IT infrastructure's activity logs are not sufficient;

decipher the key functional relationships of metadata, the underlying data, and its creators;

use those functional relationships to create a graphical depiction, or map, of the data which will endure as enterprises add large volumes of data to their network and storage resources on a daily basis;

analyze the data and related metadata utilizing sophisticated algorithms, including cluster analyses and machine learning; and

## **Table of Contents**

visualize and depict the analyses in an intuitive manner, including simulating contemplated changes and automatically execute tasks that are normally manually intensive for IT and business personnel.

The broad applicability of our technology has resulted in our customers deploying our platform for numerous use cases. These use cases include: searchable logs of all human-generated data related activity; centralized visibility into the unstructured data of the enterprise; identification of sensitive data and monitoring its security, ownership and usage, thereby reducing potential exposures; identification of and tracking data ownership; business productivity enhancement through self-service data management; intelligent archiving and migration of data; creation of secure hybrid cloud functionalities; abnormal activity alerts and identification and security of high-risk data.

We believe that the diverse functionalities offered by our platform positions us at the intersection of several powerful trends in the digital universe. The addressable markets for the functionalities delivered by our platform are many and include portions of the markets defined by IDC as storage software, collaborative applications, IT Security (including endpoint security, messaging security and securing and vulnerability management), identity and access management, and data integration and access software. IDC estimates that the aggregate total spend of these established markets in 2012 was approximately \$47 billion. We believe that our comprehensive product offering will attract a meaningful portion of this overall spend, resulting in a multi-billion dollar total addressable market. As we continue to innovate and introduce new products, we expect that the use cases for our solutions will expand, leading to incremental growth in our addressable market opportunity.

We sell the vast majority of our products and services to channel partners, including distributors and resellers, which sell to end-user customers, which we refer to in this prospectus as our customers. We believe that our sales model, which combines the leverage of a channel sales model with our highly trained and professional sales force, has played and will continue to play a major role in our ability to grow and to successfully deliver our unique value proposition for enterprise human-generated data. We target customers of all sizes, in all industries and in all geographies. As of December 31, 2013, we had approximately 2,400 customers, spanning leading firms in the financial services, public, healthcare, energy and utilities, industrial, technology, consumer and retail, education and media and entertainment sectors.

## **Industry Background**

### ***Human-Generated Enterprise Data***

According to IDC estimates, the amount of information created and replicated in 2012 alone exceeded 2.8 zettabytes, or trillions of gigabytes, and expects this amount of information to grow at a compound annual growth rate of 39% from 2012 through 2020, representing a greater than 50-fold increase between 2010 and 2020. Additionally, it estimates that more than 90% of the data created in the next decade will be unstructured data. Unstructured data includes both human-generated data and machine-generated data, such as log files that servers generate. Often the most valuable and fastest growing asset a business owns is its human-generated data that its employees spend hours creating and refining every day.

## **Table of Contents**

The chart below depicts the three forms of data that are generated in enterprises globally:

Human-generated data is inherently difficult to manage, protect and analyze. This form of unstructured data can be easily created and shared by humans, but without additional structure or metadata context, it cannot be easily classified or tagged by existing solutions. As a result, enterprises miss opportunities to extract value from this strategic asset. This value loss contrasts with how enterprises have been able to extract value from structured data, which tends to reside in databases and can be easily reviewed and analyzed. The IDC Study estimated that while 23% of the digital universe contained information that might be valuable if analyzed, only 0.5% of the digital universe is in fact analyzed.

Prior to relational databases and business intelligence tools, enterprises lacked the ability to analyze and extract strategic value from their vast stores of structured data. Once the core analysis platform was developed for structured data, numerous additional tools, use cases and technologies emanated from the widespread adoption of the relational database. We believe that the ubiquity and growth of unstructured human-generated data is analogous to that of structured data, but the growth of unstructured, human-generated data is outpacing the growth of structured data. We see a similar ecosystem developing from the analysis of human-generated data and believe that our platform will continue to play a major role in harnessing the value of data for our clients.

### ***Key Challenges in Managing Human-Generated Enterprise Data***

*Lack of Granular Access Control.* The rules governing access to data within enterprises are frequently poorly maintained and misconfigured, often resulting in employees with access to more data than they actually require for their job. Manual administration of access rights to unstructured data is impractical given the volume and growth of unstructured data. Furthermore, within each terabyte of data, hundreds of thousands of functional relationships exist between hierarchical directory structures, access control groups, and the users within those groups, making manual mapping and analysis nearly impossible. The IDC Study estimates that only 20% of data in the digital universe is protected. In a Forrester survey from the second quarter of 2012, 91% of enterprises identified data security as a high or critical priority. Inadequate management and protection can leave critical business data vulnerable to misuse, theft or loss. Damage to corporate reputation and breach remediation costs can be substantial, and IP theft can result in permanent loss of a competitive advantage.

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**Table of Contents**

*Inability to Track User Data Access Activity.* Activity logs help enterprises maintain a record of user data access and can assist in detecting security violations, performance problems and anomalous behavior. However, many businesses do not enable the activity logging subsystems provided on their file systems, email, and intranets, because these subsystems can be difficult to utilize and frequently slow down the existing IT infrastructure. Moreover, activity logs often reside on many different platforms, thereby creating a challenge for IT departments to fully decipher them and transform them into actionable intelligence. A 2012 survey conducted by Ponemon Institute reported that 23% of qualified respondents state that insider fraud incidents existed six months or longer before being discovered in their organizations.

*Challenges in Aligning Data Ownership with Business Context.* Most enterprises struggle to identify data owners who should make access and administrative decisions about their human-generated data. As a result, decisions regarding critical information assets often default to IT personnel who have no context regarding appropriate access and acceptable use. Without appropriate guidance from data owners, data cannot be adequately protected, managed, deleted or archived. Orphan data (data without any identifiable or clearly defined owner) represents a significant liability for enterprises.

*Growth of Mobility Leading to Multiple Access Platforms.* With the growth of cloud computing and bring-your-own-device (BYOD) policies in work environments, employees are choosing to save work files on public cloud storage services that give them the flexibility to access data on multiple disparate devices, including their laptops, home computers, smart phones and tablets. Many of these public cloud service providers and employee owned devices are outside the enterprise's infrastructure, knowledge and control. Enterprises must bring all of their digital collaboration under one access governance umbrella in order to avoid the loss of critical intellectual capital, improve compliance, security and IT efficiency, improve business agility, and minimize the enterprise's reputational risk. To make secure, mobile collaboration (including via public cloud servers) a reality, enterprises must enhance their file share systems to incorporate file synchronization, mobile accessibility, classification-driven access controls, cross-domain access management, and identity-centric logging and reporting.

*Limited Capabilities of Archiving and Migration Platforms.* Many enterprises do not have efficient unstructured data lifecycle management solutions. By allowing data to become stale, redundant, unusable or unorganized, business value is severely limited. For example, enterprises could benefit from a solution that searches data repositories for files associated with a specific employee, project or department and migrate them to a single folder to enable efficient collaborative use of that data or compliance with regulatory requirements. Intelligent identification of stale or redundant data would facilitate better decision making about data archival or deletion, thereby reducing the cost of managing the data and reducing the risk associated with data misuse. Enterprises would realize tremendous value from a solution that could, upon the completion of a migration, ensure that the data is accessible only to the right people.

*Inability to Identify and Classify Sensitive Data.* Enterprises often possess sensitive internal and client data such as credit card numbers, social security numbers, technology codes and confidential business plans, which if insufficiently protected are vulnerable to theft or misuse resulting in significant potential liability or financial losses. Enterprises struggle to identify files that contain sensitive data, so that they can be appropriately tracked and secured.

*Increasing Regulatory Compliance.* New and expanded regulations globally are placing incremental data protection requirements on enterprises. Regulations such as the Sarbanes-Oxley Act, Basel II and the Health Insurance Portability and Accountability Act of 1996, or HIPAA, have caused many enterprises to revisit their unstructured data governance policies and controls.

*Ineffective Existing Solutions.* Existing technologies are available to manage and extract value from machine-generated data; however, similar technologies for human-generated data do not exist. Enterprises are slowly

gaining a better understanding of the potential value of their human-generated data and are demanding solutions that allow them to manage, protect and extract value from it.

## **Table of Contents**

*Cyber Attacks and Hactivism.* Enterprises can experience attacks on their systems from both outside and inside their enterprises. Both forms of attack can result in the compromise of critical company IT systems and the loss of sensitive data. If effective access control mechanisms grant only legitimate users access permissions that are limited to their respective functions and responsibilities, then a compromised user account will provide a hacker with only limited access to enterprise data. Moreover, if effective activity monitoring is in place, compromised accounts are more likely to be detected and incident response will be faster and more effective.

## **Size of Our Market Opportunity**

We believe that the diverse functionalities offered by our platform position us at the intersection of several powerful trends in the digital enterprise data universe. We believe that the business intelligence and functionalities delivered by our platform define a new market, and we are not aware of any third party studies that accurately define our addressable market. According to industry sources, the functionality of our software platform does overlap with portions of markets defined and sized by IDC, including storage software (\$15 billion), collaborative applications (\$9 billion), IT Security (including endpoint security, messaging security and securing and vulnerability management - \$15 billion), identity and access management (\$4 billion), and data integration and access software (\$4 billion). IDC estimated that the aggregate total spend within these established markets in 2012 was approximately \$47 billion. We believe that our comprehensive product offering will attract a meaningful portion of this overall spend, resulting in a multi-billion dollar addressable market. As we continue to innovate and introduce new products, the use cases for our solutions will expand, leading to incremental growth in our addressable market opportunity.

## ***Illustrative Use Cases of Varonis Solution within Enterprises***

We have described below several functionalities and use cases that our customers have been able to deliver based on our technology platform. We intend to introduce new products and enhance the capabilities of our existing products to expand the use cases for our solutions.

*Create a Searchable Log of All Historical Activity for any Human-Generated Data.* IT and business personnel can use our software to monitor and alert on unstructured data events, including when files were created, deleted, modified, moved or accessed or when an email was sent, modified or deleted. This technology enables a variety of uses, such as finding lost or missing files, sending real time alerts on undesirable actions, forensic investigations, usage profiling and compliance with industry regulations.

*Provide Centralized Visibility into Unstructured Data.* In addition to having the ability to search for usage, IT and business personnel have a granular map of all directory structures and access privileges from the perspective of data, users or groups, or content. This map allows for rapid responses to queries about who has access to a data set, what data a user or group can access, who deleted or moved files and many other day-to-day concerns facing IT and business personnel.

*Multi-variable Search for Sensitive or Topic-Specific Data and Monitor its Security, Ownership and Usage and Reduce Potential Exposures.* The Varonis Data Classification Framework allows enterprises to search their file systems for data that matches known sensitive data content patterns, such as credit card numbers, social security numbers, project names and client names and then cross-references that with metadata regarding which employees have accessed those files. This multi-variable search functionality allows enterprises to identify, tag and prioritize data based on specific user access patterns coupled with other relevant metadata.

*Identify and Track Data Ownership.* With the significant growth of unstructured data and the increased complexity of the infrastructure storing it, many enterprises have large volumes of data for which no designated owner exists in the

system. Our platform can identify data that does not have an owner and recommends likely ownership candidates. Once confirmed, ownership is tracked in our Metadata Framework. This capability helps enterprises assign the correct owners for their data and enables subsequent analysis and search based on the owner, including functionality such as appropriate internal charging for data usage and storage.



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**Table of Contents**

*Enhance Business Productivity Through Self-Service Data Management.* We empower business personnel, who are the authors and ultimate owners of unstructured data, to grant and review data privileges and activity based on accessibility, context and usage, enabling more effective classification, migration, disposition and control. Historically, enterprises have relied on IT personnel to perform these tasks based on a generic set of policies or rules. This frequently led to excessive access privileges, stale, unused data or lost ownership. Our platform also allows business personnel to request access to desired folders through a self-service web portal that filters and routes the request to system-identified managers of data. Our software also periodically proactively prompts business unit personnel to review access and provides intelligent recommendations on whether access should be revoked based on an analysis of historical usage and access patterns. Moreover, our software enables time-based authorizations, whereby access to selected data expires after a given time period. Our platform can also be used by IT personnel to simulate and evaluate the impact of permission changes before actually implementing the change.

*Intelligently Archive, Quarantine and Migrate Data.* Enterprises store data in many places and must frequently move or delete it for various reasons, including compliance with retention policies, IT infrastructure upgrades, better accessibility, legal matters, security, disk space savings, corporate restructurings, divestitures or easier employee accessibility, such as moving all data pertaining to a given project into a Sharepoint folder for group collaboration. Many existing data migration and archiving solutions utilize time stamps to determine which data to move. Our Metadata Framework empowers businesses to search for data that meets specific criteria, such as its usage or lack thereof, its content, its file system attributes, and its accessibility, and then execute the automatic deletion, copy, move or migration of this data on a one time or recurring schedule. Our platform can migrate data across storage platforms and domains.

*Create Secure Hybrid Clouds for Content Collaboration.* Employees are increasingly storing corporate data in public cloud services for remote working purposes, quick access from smartphones or tablets or sharing with external business partners, often without corporate approval or oversight. This can result in a significant amount of proprietary and regulated data leaking on to non-corporate devices outside of enterprise controls. Our DatAnywhere software helps enterprises overcome this problem by allowing them to offer the productivity gains, ease of use, and mobile device access typically associated with public cloud services, while ensuring their data stays on their existing IT infrastructure and adheres to existing policies and controls.

*Highlight Abnormal Usage Activity.* Our software automatically generates alerts when an employee's data usage deviates from his or her historical patterns, such as accessing or deleting an abnormally large number of files. This functionality acts as a safeguard for enterprises to protect their data against misuse or theft and also provides other valuable insights, such as early detection of upcoming resignations.

*Identify and Secure High-Risk Data.* Enterprises need the ability to restrict access to confidential or proprietary files and information. For example, data belonging to key business functions such as finance, human resources, legal, or research and development, as well as stored customer data, such as credit card numbers, or social security numbers, constitute critical business assets that should be accessible by only the appropriate employees. Our platform allows enterprises to identify and remediate data lacking the appropriate level of security thereby reducing potential data theft, loss or misuse.

**Our Technology**

Our proprietary technology extracts critical information about an enterprise's stored human-generated data and uses this contextual information, or metadata, to create a functional map of an enterprise's human-generated content. Our Metadata Framework technology has been architected to process large volumes of human-generated data and the related metadata at a massive scale with minimal demands on the existing IT infrastructure. All of our products utilize

our Metadata Framework and a core single codebase, thereby streamlining our product development initiatives.

## **Table of Contents**

As a pioneer in human-generated unstructured data management and analysis, we developed our core technology eight years ago at a time when enterprise storage repositories were significantly smaller than they are today. According to IDC, in 2005 when we started operations, the global enterprise storage systems market had approximately 2.4 million terabytes of data. IDC estimates that as of 2012, global enterprise storage systems had approximately 28.1 million terabytes of data, a 42% compound annual growth. Storage volumes have become so large and complex that we believe the development of competing technology would be significantly more difficult than when we began the development of our solution. Moreover, this complexity hurdle increases in difficulty each year as evidenced by the IDC Study which estimates that between 2012 and 2020, the number of servers (virtual and physical) worldwide will grow by a factor of 10 and the amount of information managed directly by enterprise datacenters will grow by a factor of 14. However, over the same period the number of IT professionals will only grow by a factor of less than 1.5. We have eight years of accumulated knowledge regarding the functional relationships of enterprise data and eight years of iterative enhancements to our core software code. Consequently, we believe that the large, ongoing increases in enterprise data volumes and our technology leadership serve as effective competitive barriers for us.

In order to turn the customer's raw human-generated data into actionable intelligence, our Metadata Framework:

determines which metadata to capture;

captures that metadata without imposing any strains or latencies on the customer's computing infrastructure;

modifies that metadata in a way which makes it comparable and analyzable despite it having originated from disparate IT systems;

creates supplemental metadata, as needed, when the existing IT infrastructure's activity logs are not enabled;

deciphers the key functional relationships of metadata, the underlying data, and its creators;

uses those functional relationships to create a graphical depiction, or map, of the data which will endure as enterprises add large volumes of data to their network and storage resources on a daily basis;

analyzes the data and related metadata utilizing sophisticated algorithms, including cluster analyses and machine learning; and

visualizes and depicts the analyses in an intuitive manner, including simulating changes contemplated, and automatically executes tasks that are normally manually intensive for IT and business personnel.

Our proprietary Metadata Framework technology acts as a significant competitive barrier due to its inherent superior technology which encompasses the following functionalities:

*Determining Which Metadata to Capture.* Any file or document saved or accessed creates a multitude of related data elements, or metadata, about that file, such as size, author, activity record, and access history. Four types of metadata need to be captured in order to build a computer-analyzable framework around the underlying human-generated data: (i) information about who is accessing the data and what they are doing; (ii) information stored on the file system regarding the security permissions, size and timestamps, among others; (iii) information stored in directory services about the users, groups, and enterprise structure; and (iv) metadata concerning the content of the file or document, such as the level of confidentiality and whether it contains regulated content. Each of these four categories contains numerous pieces of metadata, and a key element of our technology is identifying which metadata to capture and which metadata to leave unprocessed, thereby reducing the processing time of our technology. Much like an internet search engine extracts key tags, markers or identifiers, rather than searching every web page, our Metadata Framework intelligently identifies which data to extract and how to correlate and connect that data.

*Capturing Metadata From Disparate IT Systems.* Enterprise data resides in numerous IT systems, from email servers to Intranets to general network storage. Because each platform stores and represents its content and

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**Table of Contents**

metadata differently, our technology seamlessly integrates with each one to create uniform directory structure and file system metadata, content information, and activity metadata. Once the metadata is captured from disparate IT systems, our technology aligns these different kinds of metadata and makes them comparable and analyzable.

*Capturing Metadata Without Impacting System Performance.* Every action by enterprise employees generates metadata. Consequently, the volumes of related metadata can be larger than the enterprise's actual human-generated data itself. This presents a challenge as capturing these massive volumes of metadata in their entirety can exhaust storage and slow down computing power. Our platform utilizes advanced filter technology to continuously capture, aggregate, normalize and analyze each data access event for every user without requiring the underlying operating system to maintain an audit log and without relying on native auditing subsystems in Windows, UNIX, Exchange or SharePoint. Thus, information is collected without impacting the performance of the enterprise's storage and file systems and other IT infrastructure.

*Creating Metadata Where it is Lacking.* Frequently, portions of the disparate IT systems being used in organizations do not provide the critical metadata, as enabling activity log functionality on those platforms frequently has a negative impact on computing and processing agility. In these instances, our Metadata Framework generates the necessary metadata from these systems and aggregates this metadata into our Metadata Framework for further analysis.

*Deciphering Key Functional Relationships of Metadata to Create a Scalable Map of all Enterprise Human-Generated Data.* Rather than preserving metadata elements in their raw, voluminous formats, our Metadata Framework distills the data to isolate only those data elements necessary for analysis by using distributed pre-processing and advanced data structures to represent each metadata element in a compact, efficient manner. This approach allows users to ask new questions at any time without having to rescan data stores, rebuild data structures or run computationally expensive queries. Our software allows different users to run a variety of queries, regardless of source of the platform-specific metadata. The Metadata Framework is also highly agile and can keep growing as the enterprise's data volumes grow without need for any fundamental changes to the software solution in place.

*Analyzing Data and Related Metadata.* Data analytics is the key to identifying hidden patterns, unknown correlations and other useful information. Our software uses sophisticated algorithms, including cluster analyses and machine learning, to uncover insights about our customer's human-generated content, providing information regarding data access, data permissions, data ownership, employee/group collaborations, and risk exposure. These analytics empower IT and business personnel to make data-driven decisions that make their enterprises more efficient, reduce risk and provide a competitive advantage.

*Visualization, Notification, Simulation and Execution.* Our platform provides an intuitive, user-friendly web interface for data owners and business users, and a robust application to enable analytics, simulation, and administration for IT staff. The web interface automates data access requests and their authorizations by data owners and IT personnel, entitlement reviews and business data policy implementation. Our interface effectively communicates the actionable results of our analytics to all user constituents within an enterprise enabling users to get better insights into the enterprise's human-generated data while also facilitating changes to the data as required for business purposes. In fact, our platform can also be used by IT personnel to simulate changes to data to evaluate the impact of those changes and the parties affected before actually implementing the change. Once finalized, our platform automatically executes the decisions made by IT personnel and data owners to grant or delete access permissions to firm resources, move data between platforms and domains and manipulate directory service and file system objects. This functionality allows data owners to execute informed decisions without having to involve IT personnel while simultaneously allowing IT teams to centralize administration of human-generated platforms. Ultimately, this increases efficiency and permits IT teams to dedicate more time to other critical business tasks.



## **Table of Contents**

The diagram below describes the functionality of our Metadata Framework and the various inputs and products we deliver based on our technology.

### **Key Benefits of Our Technology**

*Comprehensive Solution for Human-Generated Data.* Our products enable a broad range of functionality, including data governance, secure remote collaboration, secure BYOD implementations and intelligent retention all from one core technology platform. Moreover, our platform is applicable across all major enterprise platforms (Windows, UNIX/Linux, Intranets and email systems).

*Fast Time to Value and Low Total Cost of Ownership.* Our solutions do not require custom implementations or long deployment cycles. Our platform can be installed and ready for use within hours and allows customers to realize real value within days of implementation. We designed our platform to operate on commodity hardware with standard operating systems, further reducing the cost of ownership of our product.

*Ease of Use.* While we utilize complex data structures and algorithms in our data engine, we abstract that complexity to provide a sleek, intuitive interface. Our software can be accessed through either the local client or a standard web browser and requires limited training, saving on time and cost and making it accessible to the broader set of non-technical users.

## **Table of Contents**

*Highly Scalable and Flexible Data Engine.* Our metadata analysis technology is built to be highly flexible and scalable, allowing our customers to analyze vast amounts of human-generated enterprise data. Moreover, our proprietary Metadata Framework was built with a modular architecture, allowing customers to grow into the full capabilities of our solution over time.

*No Impact on End User Mobile Experience.* Our DatAnywhere product was designed to provide enterprises enhanced control of their data while simultaneously offering employees all of the functionality, ease of use and ubiquitous accessibility they have come to expect from third party cloud storage services. Our solutions collect metadata with no impact on the collaborative file sharing and email environments. End user mobile experience is maintained while using existing access methods and improved when using file synchronization and mobile access.

## **Our Growth Strategy**

Our objective is to be the primary vendor to which enterprises turn to analyze, protect and transform into actionable intelligence their human-generated data. The following are key elements of our growth strategy.

*Extend Our Technological Capabilities Through Innovation.* We intend to maintain our high level of investment in product development in order to enhance existing products to address new use cases and deliver new products. We believe that the flexibility, sophistication and broad applicability of our Metadata Framework will allow us to use our Metadata Framework as the core of numerous future products built on our same core technology. Our ability to effectively leverage our research and development resources has enabled us to create a new product development engine that we believe can proactively identify and solve enterprise needs.

*Grow Our Customer Base.* The unabated rise in unstructured data in enterprises and the ubiquitous reliance on digital collaboration will continue to drive demand for data collaboration, governance and retention solutions. We intend to capitalize on this demand by targeting new customers, vertical markets and use cases for our solutions. Our solutions address the needs of customers of all sizes ranging from small and medium businesses to large multinational companies with thousands of employees and petabytes of data.

*Increase Sales to Existing Customers.* We believe significant opportunities exist to further expand relationships with existing customers. Unstructured data growth continues across all the platforms, and enterprises wish to standardize on solutions that help them manage, protect and extract more value from their data wherever it is stored. We will continue to cultivate incremental sales from our existing customers by driving increased use of our software within our installed base by expanding footprint and usage. We currently have five products, and as of December 31, 2013, approximately 39% of our customers purchased two or more products. We believe our existing customer base serves as a strong source of incremental revenues given the broad platform of products we have and the growing volumes and complexity of human-generated data our customers have. As we innovate and expand our product offering, we will have an even broader suite of products to offer our customers.

*Grow Our Sales Force.* Growing our salesforce will be essential to achieving our customer base expansion goals. The salesforce and our approach to introducing products to the market has been key to our successful growth in the past and will be central to our growth plan in the future. Our model focuses on targeting customers of all sizes, industries, and geographies. The ability of our sales teams to support our channel partners to efficiently identify leads, generate evaluations, and convert them to satisfied customers will continue to impact our ability to grow. We intend to expand our sales capacity by adding headcount throughout our sales and marketing department.

*Grow Sales from Our Recently Introduced Products.* During the past three years, we have introduced three major new products DatAnywhere, Data Transport Engine and DatAdvantage for Exchange. We believe these products can be a



meaningful contributor to our growth and intend to devote significant resources to growing sales of these products.

## **Table of Contents**

*Establish Our Metadata Framework as The Industry Standard.* We have worked with several of the leading providers of network attached storage, or NAS, hardware, including EMC, NetApp, HP and Hitachi, in order to expand our market reach and deliver enhanced functionality to our customers. We have worked with these vendors to assure compatibility with their NAS product lines. Through the use of application programming interfaces, or APIs, and other integration work, our solutions also integrate with many providers of solutions in the ecosystem. We will continue to selectively pursue such collaborations wherever they advance the strategic goals of the company, thereby expanding our reach and establishing our product user interface as the de facto industry standard when it comes to human-generated enterprise data.

*Continue International Expansion.* We believe there is a significant opportunity for our platform in international markets, encompassing virtually any enterprise that uses file shares, intranets and email for collaboration. Revenues from outside the United States accounted for approximately 43% of our revenues in 2013. Europe represented the substantial majority of revenues outside the United States. We believe that international expansion will be a key component of our growth strategy and we will continue to market our products and services aggressively overseas. We plan to continue to expand our international operations as part of our growth strategy. In particular, we expect to expand our operations in Latin America and Asia.

## **Our Products**

We offer five products, most of which utilize our core Metadata Framework technology to deliver features and functionality that allow enterprises to fully understand and benefit from the value of their human-generated data. This architecture easily extends through modular functionalities giving our clients the flexibility to select the features they require for their business needs and the flexibility to expand their usage simply by adding a license.

*DatAdvantage.* DatAdvantage, our flagship product, launched in 2006, builds on our Metadata Framework and captures, aggregates, normalizes and analyzes every data access event for every user on Windows and UNIX/Linux servers, storage devices, email systems and Intranet servers, without requiring native operating system auditing functionalities or impacting performance or storage on file systems. Through an intuitive graphical interface, DatAdvantage presents insights from massive volumes of human-generated data using normal computing infrastructure. It is also our presentation layer for IT departments, which provides an interactive map of relevant user, group, and data objects, usage and content, facilitating analysis from multiple vectors. IT departments can pinpoint areas of interest starting with any metadata object, simulate changes measuring potential impact against historical access patterns, and easily execute changes on all platforms through a unified interface.

*DataPrivilege.* DataPrivilege, also launched in 2006 and designed for use by business unit personnel, provides a self-service web portal that allows users to request access to data necessary for their business functions, and owners to grant access without IT intervention. DataPrivilege also enables IT and business users to make access decisions based on queries, user requests and metadata analytics information, rather than static IT policies. DataPrivilege provides a presentation layer for business users to review accessibility and usage of their data assets, and grant and revoke access.

*IDU Classification Framework.* As the volume of an enterprise's information grows, enterprises struggle to find and tag different types of sensitive data, such as intellectual property, regulated content including

Personally Identifiable Information, and medical records. Furthermore, content by itself does not provide adequate context to determine ownership, relevance, or protection requirements. Our IDU Classification Framework, introduced in 2009, identifies and tags data based on criteria set in multiple metadata dimensions, and provides business and IT personnel with actionable intelligence about this data, including a prioritized list of folders and files containing the most sensitive data and with the most inadequate permissions. For the identified folders and files, it also identifies who has access to that data, who is using it, who owns it, and recommendations for how to effectively limit access without disrupting workflow. Our IDU Classification Framework provides visibility into the content of data across file systems and Intranets sites and combining it with other metadata, including usage and accessibility.

**Table of Contents**

*Data Transport Engine.* We introduced our Data Transport Engine software in 2012 to provide an execution engine that unifies the manipulation of data and metadata, translating business decisions and instructions into technical commands such as data migration or archiving. Data Transport Engine allows both IT and business personnel to standardize and streamline activities for data management and retention, from day-to-day maintenance to complex platform and domain migrations and archiving. Our Data Transport Engine ensures that data migrations automatically synchronize source and destination data with incremental copying even if the source data is still being used, translates access permissions across platforms and domains and provides reporting capabilities for data migration status. Moreover, it also provides IT personnel the flexibility to schedule recurring migrations to automatically find and move certain types of data such as sensitive or stale data, and to perform active migrations, dispositions, and archiving safely and efficiently.

*DatAnywhere.* With the growth of cloud-based file sharing and synchronization services, enterprises increasingly face instances where employees save confidential, proprietary or sensitive company or client data onto third-party data sharing services, either for remote working purposes or to share with external business partners. This practice leads to an enhanced end user mobile experience but creates a new, often redundant data store outside of corporate visibility, oversight or control, and poses a security and data loss threat. We introduced DatAnywhere in 2012 in response to the need by enterprises for a secure and easy-to-use alternative to consumer cloud-based file sharing solutions. DatAnywhere provides our customers employees a modern collaboration, hybrid-cloud experience using their existing storage infrastructure to leverage existing investments and in house platform expertise, and provides users this experience using applications on their mobile devices. DatAnywhere allows users to seamlessly collaborate with other users that still use the same traditional common internet file system shares via mapped drives or universal naming convention paths. It ensures that the shared data remains on firm file servers and retains the approved access permissions without any need for data to be moved from existing file shares or migrated to a proprietary repository. DatAnywhere also seamlessly integrates with the existing backup policies, cache devices, distributed file system, replication and existing data governance and compliance technologies, processes and policies.

**Table of Contents****Our Customers**

Our customer base has grown from approximately 550 customers at December 31, 2009 to approximately 2,400 customers in more than 50 countries as of December 31, 2013. Our customers vary greatly in size ranging from small and medium businesses to large multinational enterprises with thousands of employees and hundreds of terabytes of data. Moreover, we have customers across numerous industries and geographies. Set forth below is a representative list of our customers.

**Financial Services**

Barclays  
BNP Paribas  
Nomura  
Schroders Investment Management UK  
Société Générale France

**Public Sector**

International Monetary Fund  
State of California  
World Bank

**Consumer & Retail**

Diageo  
L Oreal  
Mattel, Inc.  
Polo Ralph Lauren  
Philip Morris International

**Technology**

ADP  
EMC  
IBM  
Juniper

**Healthcare**

Beth Israel  
Horizon Blue Cross Blue Shield  
Yale New Haven Health

**Media & Entertainment**

Bet365 Group  
Home Box Office  
Seneca Gaming  
Sirius XM Radio

**Energy & Utilities**

Alstom  
Gazprom Neft  
GDF Suez  
Peabody Energy

**Education**

Brown University  
Harvard University  
Northeastern University  
Texas Tech University

**Industrial**

Aerolia  
ArcelorMittal  
Monsanto  
Interstate Batteries  
**Services**

***Maintenance and Support***

Our customers typically purchase one year of software maintenance and support as part of their initial purchase of our products, with an option to renew. These maintenance agreements provide customers the right to receive support and unspecified upgrades and enhancements when and if they become available during the maintenance period and access

to our technical support services.

We maintain a customer support organization that provides all levels of support to our customers. Our customers that purchase maintenance and support services receive guaranteed response times, direct telephonic support and access to online support portals. Our customer support organization has global capabilities with expertise in both our software and complex IT environments and associated third-party infrastructure.

## **Table of Contents**

### ***Professional Services***

While users can easily download, install and deploy our software on their own, certain enterprises use our professional service team to provide fee-based services, which include training our customers in the use of our products, providing advice on deployment planning, network design, product configuration and implementation, automating and customizing reports and tuning policies and configuration of our products for the particular characteristics of the customer's environment.

### **Sales and Marketing**

#### ***Sales***

We sell the vast majority of our products and services to a global network of several hundred resellers and distributors that we refer to as our channel partners. Our channel partners, in turn, sell the products they purchase from us to customers globally. In addition, we maintain a highly trained professional sales force that is responsible for overall market development, including the management of the relationships with our channel partners and supporting channel partners in winning customers through operating demonstrations and evaluations. Our channel partners identify potential sales targets, maintain relationships with customers and introduce new products to existing customers. Sales to our channel partners are generally subject to our standard, non-exclusive channel partner agreement, meaning our channel partners may offer customers the products of several different companies. These agreements are generally for a term of one year with a one year renewal term and can be terminated by us or the channel partner for any reason upon 30 days' notice. Payment to us from the channel partner is typically due within 30-90 calendar days of the date we issue an invoice for such sales.

#### ***Marketing***

Our marketing strategy is focused on building our brand and product awareness, increasing customer adoption and demand, communicating advantages and business benefits and generating leads for our channel partners and sales force. We market our software as a solution for specific use cases and as a solution for human generated unstructured data. We execute our marketing strategy by leveraging a combination of internal marketing professionals, external marketing partners and a network of regional and global channel partners. Our internal marketing organization is responsible for branding, content generation and product marketing and works with our business operations team to support channel marketing and sales support programs. We provide one on one and community education and awareness and promote the expanded use of our software. We host in-person Varonis Connect! events annually across sales regions, as well as free, online monthly or bi-weekly technical webinars in multiple regions. We focus our efforts on events, campaigns, tools and activities that can be leveraged by our channel partners worldwide to extend our marketing reach, such as sales tools, information regarding product awards and technical certifications, training, regional seminars and conferences, webinars and various other demand-generation activities. Our marketing efforts also include public relations in multiple regions, extensive content development available through our web site and content syndication, and our active blog, [The Metadata Era](#).

### **Research and Development**

Our research and development efforts are focused primarily on improving and enhancing our existing products and services, as well as developing new products, features and functionality. Use of our products has expanded from governance into new areas such as accessibility and retention, and we anticipate that customers and innovation will drive functionality into additional areas. We regularly release new versions of our products which incorporate new features and enhancements to existing ones. We conduct substantially all of our research and development activities in

Israel, and we believe this provides us with access to world class engineering talent.

Our research and development expense was \$13.0 million, \$15.0 million and \$21.0 million in 2011, 2012 and 2013, respectively.



## **Table of Contents**

### **Intellectual Property**

We rely on patent, trademark, copyright and trade secret laws, confidentiality procedures and contractual provisions to protect our technology and the related intellectual property. As of January 31, 2014, we had 10 issued patents and 45 pending patent applications in the United States. We also had two patents issued and 49 applications pending for examination in non-U.S. jurisdictions, and 42 pending Patent Cooperation Treaty patent applications, all of which are counterparts of our U.S. patent applications. Certain of our patents are owned by our Israel subsidiary. The claims for which we have sought patent protection relate primarily to inventions we have developed for incorporation into our products. We also license software from third parties for use in developing our products and for integration into our products, including open source software.

Despite our efforts to protect our proprietary technologies and intellectual property rights, unauthorized parties may attempt to copy aspects of our products or obtain and use our trade secrets or other confidential information. We generally enter into confidentiality agreements with our employees, consultants, service providers, vendors and customers and generally limit internal and external access to, and distribution of, our proprietary information and proprietary technology through certain procedural safeguards. These agreements may not effectively prevent unauthorized use or disclosure of our intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our intellectual property or technology. We cannot assure you that the steps taken by us will prevent misappropriation of our trade secrets or technology or infringement of our intellectual property. In addition, the laws of some foreign countries do not protect our proprietary rights to as great an extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the United States.

Our industry is characterized by the existence of a large number of relevant patents and frequent claims and related litigation regarding patents and other intellectual property rights. From time to time, third-parties have asserted and may assert their patent, copyright, trademark and other intellectual property rights against us, our channel partners or customers. Successful claims of infringement or misappropriation by a third party could prevent us from distributing certain products or performing certain services or could require us to pay substantial damages (including, for example, treble damages if we are found to have willfully infringed patents and increased statutory damages if we are found to have willfully infringed copyrights), royalties or other fees. Such claims also could require us to cease making, licensing or using solutions that are alleged to infringe or misappropriate the intellectual property of others, or to expend additional development resources to attempt to redesign our products or services or otherwise to develop non-infringing technology. Even if third parties may offer a license to their technology, the terms of any offered license may not be acceptable, and the failure to obtain a license or the costs associated with any license could cause our business, results of operations or financial condition to be materially and adversely affected. In some cases, we indemnify our customers and distributors against claims that our products infringe the intellectual property of third parties.

### **Competition**

While there are some companies which offer certain features similar to those embedded in our solutions, as well as others with which we compete in certain use cases, we believe that we do not currently compete with a company that offers the same breadth of functionalities that we offer in a single integrated solution. Nevertheless, we do compete against a select group of software vendors, such as Symantec Corporation and Dell Software (formerly Quest), that provide standalone solutions, similar to those found in our comprehensive software suite, in the specific markets in which we operate. We also face direct competition with respect to certain of our products, specifically DatAnywhere, Data Transport Engine and DatAdvantage for Directory Services. In the future, as customer requirements evolve and new technologies are introduced, we may experience increased competition if established or emerging companies

develop solutions that address the human-generated unstructured data market. Furthermore, because we operate in a relatively new and evolving area, we anticipate that competition will increase based on customer demand for these types of products.

A number of factors influence our ability to compete in the markets in which we operate, including, without limitation: the continued reliability and effectiveness of our products' functionalities; the breadth and

## **Table of Contents**

completeness of our solutions' features; the scalability of our solutions; and the ease of deployment and use of our products. We believe that we generally compete favorably in each of these categories. We also believe that we distinguish ourselves from others by delivering a single, integrated solution to address our customers' needs regarding access, governance, collaboration and retention with respect to their human-generated unstructured data. There can, however, be no assurance that we will remain unique in this capacity or that we will be able to compete favorably with other providers in the future.

If a more established company were to target our market, we may face significant competition. They may have competitive advantages, such as greater name recognition, larger sales, marketing, research and acquisition resources, access to larger customer bases and channel partners, a longer operating history and lower labor and development costs, which may enable them to respond more quickly to new or emerging technologies and changes in customer requirements or devote greater resources to the development, promotion and sale of their products than we do. Increased competition could result in us failing to attract customers or maintain licenses at the same rate. It could also lead to price cuts, alternative pricing structures or the introduction of products available for free or a nominal price, reduced gross margins, longer sales cycles and loss of market share.

In addition, our current or prospective channel partners may establish cooperative relationships with any future competitors. These relationships may allow future competitors to rapidly gain significant market share. These developments could also limit our ability to generate revenues from existing and new customers. If we are unable to compete successfully against current and future competitors our business, results of operations and financial condition may be harmed.

## **Properties**

Our corporate headquarters are located in New York City in an office consisting of approximately 15,000 square feet. We also lease a second office in New York City of approximately 7,500 square feet for our professional services and marketing teams. The leases for both of these offices expire in January 2015. Additionally, we currently lease an office located in Herzliya, Israel, consisting of approximately 36,200 square feet, where we employ our research and development team and a portion of our support and general and administrative teams. The lease for this office expires in December 2016, although we have the option to extend the lease for an additional three years. We also lease smaller offices in North Carolina (from which we provide customer support) and in France, Germany and the United Kingdom (which serve as regional sales offices). We believe that our facilities are sufficient to meet our needs for the foreseeable future; however, we will continue to seek additional space as needed to accommodate our growth.

## **Employees**

As of December 31, 2013, we had 573 employees and independent contractors, of which 209 employees and independent contractors were in the United States, 234 were in Israel and 130 were in other countries. None of our employees is represented by a labor union with respect to his or her employment with us. Employees in certain European countries have the benefits of collective bargaining arrangements at the national level. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

## **Legal Proceedings**

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are not currently a party to any material litigation. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.



**Table of Contents****MANAGEMENT****Executive Officers, Directors and Key Employees**

The following table sets forth information regarding our executive officers, directors and key employees, including their ages as of December 31, 2013.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Yakov Faitelson	38	Chief Executive Officer, President, Co-founder and Chairman of the Board
Ohad Korkus	35	Chief Technology Officer, Co-founder and Director
Gili Iohan	38	Chief Financial Officer
James O Boyle	49	Senior Vice President of Worldwide Sales
Kevin Comolli	53	Director
John J. Gavin, Jr.	58	Director
Rona Segev-Gal	44	Director
Erez Shachar	50	Director
Fred Van Den Bosch	66	Director
Gilad Raz	38	Vice President of Technical Services, IT & Support
David Bass	36	Vice President of Engineering

**Yakov Faitelson** is our co-founder and has served as our President and Chief Executive Officer and the Chairman of our Board since 2004. Prior to Varonis, Mr. Faitelson held leadership positions in the global professional services and systems integration divisions of NetVision, Inc. and NetApp Inc.

Our Board believes that Mr. Faitelson possesses specific attributes that qualify him to serve as a director, including the perspective and experience he brings as our Chief Executive Officer, a co-founder and a large stockholder. Our Board also believes that he brings historical knowledge, operational expertise and continuity to our Board.

**Ohad Korkus** is our co-founder and has served as a director on our board and our Chief Technology Officer since 2007. Prior to Varonis, Mr. Korkus was responsible for architecture, design and development of solutions in NetVision, Inc. and NetApp Inc.

Our Board believes that Mr. Korkus possesses specific attributes that qualify him to serve as a director, including the perspective and experience he brings as our Chief Technology Officer, a co-founder and a large stockholder. Our Board also believes that he brings historical knowledge, operational expertise and continuity to our Board.

**Gili Iohan** has served as our Chief Financial Officer since 2005. Ms. Iohan is responsible for our finance, accounting, back office operations and human resources. Prior to Varonis, she was a partner for six years at NextAge Co. Ltd., a financial services advisory firm. While at NextAge Co. Ltd., Ms. Iohan served as a Chief Financial Officer and Strategic Financial Consultant for several companies, including Varonis. Previously, Ms. Iohan served as a Senior Financial Manager at M-Systems Inc. and held a position at KPMG LLP.

**James O Boyle** has served as our Senior Vice President of Worldwide Sales since 2006. Prior to joining Varonis, Mr. O Boyle held leadership roles at Neoteris/Netscreen (which was acquired by Juniper), BlueCoat Systems, Inc. and Wellfleet/Bay Networks (which was acquired by Nortel).

*Kevin Comolli* has served as a director since December 2004 and was designated by the Series B preferred stockholders. Mr. Comolli is a partner at Accel Partners, a global venture capital and growth equity firm. Mr. Comolli also serves as a director of Alfresco Software Inc. and several private companies.

## **Table of Contents**

Our Board believes that Mr. Comolli possesses specific attributes that qualify him to serve as a director, including his long history at Varonis, his experience in the software and technology industry as an investment professional and a member of the board of other companies in the industry.

**Rona Segev-Gal** has served as a director since December 2004 and was designated by the Series C preferred stockholders. Ms. Segev-Gal is a general partner at Pitango Venture Capital. Prior to Pitango, Ms. Segev-Gal served as a partner at Evergreen Venture Partners and as Vice President of Business Development at BRM Technologies Ltd. Ms. Segev-Gal also serves as a director of several private companies, all of which are portfolio companies of Pitango Venture Capital.

Our Board believes that Ms. Segev-Gal possesses specific attributes that qualify her to serve as a director, including her long history at Varonis, her experience in the software and technology industry as an investment professional and an executive and member of the board of other companies in the industry.

**Erez Shachar** has served as a director since 2006 and was designated by the Series A preferred stockholders. Mr. Shachar is a general partner at Evergreen Venture Partners, a venture capital firm, and at Qumra Capital, a growth capital fund. Prior to joining Evergreen, Mr. Shachar served as CEO and President of Nur Macroprinters Ltd. (acquired by Hewlett-Packard Company) and held several senior managerial positions at Scitex Corporation. Mr. Shachar also serves as a director of Taboola.com Ltd. and Aniboom.

Our Board believes that Mr. Shachar possesses specific attributes that qualify him to serve as a director, including his long history at Varonis, his experience in the software and technology industry as an investment professional and an executive and member of the board of other companies in the industry.

**John J. Gavin, Jr.** has served as a director since 2013. Mr. Gavin is an industry veteran with more than 30 years of financial and operational management experience. He most recently served as the Executive Vice President and CFO for leading data center automation software provider BladeLogic. Prior to joining BladeLogic, Gavin served as the CFO for several companies, including Data General Corporation, Cambridge Technology Partners (CTP) and NaviSite, Inc. Mr. Gavin also serves as a director of Broadsoft, Inc., Vistaprint Ltd. and Qlik Technologies Inc.

Our Board believes that Mr. Gavin possesses specific attributes that qualify him to serve as a director, including his experience as an executive and member of the board of other companies in the software and technology industry.

**Fred van den Bosch** has served as a director since 2013. Mr. van den Bosch is the CEO of Librato, Inc. Previously he served as CEO of PANTA Systems, Inc., as Executive Vice President Engineering, CTO and Director at VERITAS Software, Inc, and in various engineering and management positions at the Computer Systems Division of Philips Electronics. Mr. van den Bosch also serves as a director of Librato Inc. and Neebula Systems Ltd., and as a partner at Atlantic Capital Partners.

Our Board believes that Mr. van den Bosch possesses specific attributes that qualify him to serve as a director, including his experience as an executive and member of the board of other companies in the software and technology industry.

In addition to our executive officers, the following are our other key employees:

**Gilad Raz** has served as our Vice President of Technical Services, IT & Support since July 2010. Prior to Varonis, Mr. Raz held roles at NetApp, Inc. and NetVision, Inc., assisting customers with highly technical pre- and post-sales deployments of networking and storage infrastructure.

*David Bass* has served as our Vice President of Engineering since January 2010. Mr. Bass is responsible for all of Varonis products development and quality assurance. Prior to Varonis, Mr. Bass held managerial development positions in NetVision, Inc. and as an independent contractor.



## **Table of Contents**

### **Board Composition**

Our business affairs are managed under the direction of our board of directors, which is currently, and after this offering, will be composed of seven members. Immediately prior to this offering, our board of directors will be divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose terms are then expiring. The terms of the directors will expire upon the election and qualification of successor directors at the annual meeting of stockholders to be held during the year 2015 for the Class I directors, 2016 for the Class II directors and 2017 for the Class III directors.

Our Class I directors will be Rona Segev-Gal and Erez Shachar.

Our Class II directors will be Kevin Comolli, John J. Gavin, Jr. and Fred Van Den Bosch.

Our Class III directors will be Yakov Faitelson and Ohad Korkus.

The division of our board of directors into three classes with staggered three-year terms may delay or prevent a change of our management or a change of control. See [Description of Capital Stock](#) [Anti-Takeover Effects of Delaware Law](#) and [Our Certificate of Incorporation and Bylaws](#) for a discussion of other anti-takeover provisions found in our certificate of incorporation.

Our amended and restated certificate of incorporation and bylaws will provide that the number of our directors shall be fixed from time to time by a resolution of our board of directors.

Each of our executive officers serves at the discretion of our board of directors and holds office until his or her successor is duly appointed and qualified or until his or her earlier resignation or removal. There are no family relationships among any of our directors or executive officers.

### **Director Independence**

Our common stock has been approved for listing on The Nasdaq Global Select Market. Under the rules of The Nasdaq Global Select Market, independent directors must comprise a majority of a listed company's board of directors. In addition, the rules of The Nasdaq Global Select Market require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees must be independent. Under the rules of The Nasdaq Global Select Market, a director is independent only if our board of directors makes an affirmative determination that the director has no relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Although Nasdaq permits certain phase-ins following the completion of an initial public offering for compliance with these independence requirements, we will comply with all of them immediately following the listing of our common stock in connection with this offering.

In February 2014, our board of directors undertook a review of its composition, the composition of its committees and the independence of each director. The determination of independence of members of our board of directors was based upon information requested from and provided by each director concerning his background, employment and affiliations, including family relationships. In making this determination, our board of directors considered the relationships that each non-employee director has with us and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each

non-employee director. Our board of directors has determined that Ms. Segev-Gal, Mr. Shachar, Mr. Comolli, Mr. Gavin and Mr. Van Den Bosch, representing five of our seven directors, are independent as that term is defined under the rules of The Nasdaq Global Select Market for purposes of serving on our board of directors.

**Table of Contents**

**Board Committees**

Our board of directors has the authority to appoint committees to perform certain oversight functions. Our board of directors has an audit committee, a compensation committee and a nominating and corporate governance committee, each of which has the composition and the responsibilities described below.

***Audit Committee***

Our audit committee oversees our accounting and financial reporting process and the audit of our financial statements and assists our board of directors in monitoring our financial systems and our legal and regulatory compliance. Our audit committee is responsible for, among other things:

appointing, compensating and overseeing the work of our independent auditors, including resolving disagreements between management and the independent registered public accounting firm regarding financial reporting;

approving engagements of the independent registered public accounting firm to render any audit or permissible non-audit services;

reviewing the qualifications and independence of the independent registered public accounting firm;

reviewing our financial statements and related disclosures and reviewing our critical accounting policies and practices;

reviewing the adequacy and effectiveness of our internal control over financial reporting;

establishing procedures for the receipt, retention and treatment of accounting and auditing related complaints and concerns;

preparing the audit committee report required by SEC rules to be included in our annual proxy statement;

reviewing and discussing with management and the independent registered public accounting firm the results of our annual audit, our quarterly financial statements and our publicly filed reports;  
and

reviewing and approving in advance any proposed related person transactions.

We believe that the functioning of our audit committee complies with the applicable requirements of The Nasdaq Global Select Market and SEC rules and regulations.

The members of our audit committee are Mr. Gavin, Mr. Shachar and Mr. Van Den Bosch. Mr. Gavin is the chairman of our audit committee. Our board of directors has determined that Mr. Gavin is a financial expert as contemplated by the rules of the SEC implementing Section 407 of the Sarbanes Oxley Act of 2002.

Our board of directors has considered the independence and other characteristics of each member of our audit committee. Audit committee members must satisfy The Nasdaq Global Select Market independence requirements and additional independence criteria set forth under Rule 10A-3 of the Securities Exchange Act of 1934, as amended. In order to be considered independent for purposes of Rule 10A-3, an audit committee member may not, other than in his capacity as a member of the board, accept consulting, advisory or other fees from us or be an affiliated person of us. Our board of directors has determined that each of Mr. Gavin and Mr. Van Den Bosch of our audit committee qualifies as an independent director pursuant to Nasdaq rules and Rule 10A-3. Within one year of the listing of our shares of common stock on the NASDAQ Global Select Market, each member of our audit committee will qualify as an independent director pursuant to Nasdaq rules and Rule 10A-3.

**Table of Contents**

***Compensation Committee***

Our compensation committee oversees our compensation policies, plans and programs. The compensation committee is responsible for, among other things:

reviewing and recommending policies, plans and programs relating to compensation and benefits of our directors, officers and employees;

reviewing and recommending compensation and the corporate goals and objectives relevant to compensation of our Chief Executive Officer;

reviewing and approving compensation and corporate goals and objectives relevant to compensation for executive officers other than our Chief Executive Officer;

evaluating the performance of our Chief Executive Officer and other executive officers in light of established goals and objectives; and

administering our equity compensations plans for our employees and directors.

We believe that the functioning of our compensation committee complies with the applicable requirements of The Nasdaq Global Select Market and SEC rules and regulations.

The members of our compensation committee are Mr. Comolli and Ms. Segev-Gal. Mr. Comolli is the chairman of our compensation committee. Our board of directors has considered the independence and other characteristics of each member of our compensation committee. Compensation committee members must satisfy The Nasdaq Global Select Market independence requirements and additional independence criteria set forth under Rule 10C-1 of the Securities Exchange Act of 1934, as amended. In order to be considered independent for purposes of Rule 10C-1, our board of directors must consider whether the director has accepted, other than in his capacity as a member of the board, consulting, advisory or other fees from us or whether he or she is an affiliated person of us. Each of the members of our compensation committee qualifies as an independent director pursuant to Nasdaq rules and Rule 10C-1 as well as Section 162(m) of the Code.

***Nominating and Corporate Governance Committee***

Our nominating and corporate governance committee oversees and assists our board of directors in reviewing and recommending corporate governance policies and nominees for election to our board of directors and its committees. The nominating and corporate governance committee is responsible for, among other things:

evaluating and making recommendations regarding the organization and governance of our board of directors and its committees and changes to our certificate of incorporation and bylaws and stockholder communications;

assessing the performance of board members and making recommendations regarding committee and chair assignments and composition and the size of our board of directors and its committees;

recommending desired qualifications for board and committee membership and conducting searches for potential members of our board of directors;

evaluating and making recommendations regarding the creation of additional committees or the change in mandate or dissolution of committees;

reviewing and making recommendations with regard to our corporate governance guidelines and compliance with laws and regulations;

reviewing succession planning for our executive officers and evaluating potential successors; and

reviewing and approving conflicts of interest of our directors and corporate officers, other than related person transactions reviewed by the audit committee.

## **Table of Contents**

We believe that the functioning of our nominating and corporate governance committee complies with the applicable requirements of The Nasdaq Global Select Market.

The members of our nominating and corporate governance committee are Mr. Comolli, Mr. Faitelson and Mr. Gavin. Mr. Faitelson is the chairman of our nominating and corporate governance committee. Our board of directors has determined that each of Mr. Comolli and Mr. Gavin is independent within the meaning of the independent director guidelines of The NASDAQ Global Select Market. Within one year of the listing of our shares of common stock on The NASDAQ Global Select Market, each member of our nominating and corporate governance committee will be independent within the meaning of the independent director guidelines of The Nasdaq Global Select Market.

Our board of directors may from time to time establish other committees.

## **Code of Business Conduct and Ethics**

We have adopted a code of business conduct and ethics that is applicable to all of our employees, officers and directors, including our chief executive and senior financial officers. The code of business conduct and ethics will be available on our website at [www.varonis.com](http://www.varonis.com). We expect that any amendment to the code, or any waivers of its requirements, will be disclosed on our website. The inclusion of our website in this prospectus does not include or incorporate by reference the information on our website into this prospectus.

## **Compensation Committee Interlocks and Insider Participation**

None of the members of our compensation committee is an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

**Table of Contents****EXECUTIVE COMPENSATION**

We are providing compensation disclosure that satisfies the requirements applicable to emerging growth companies, as defined in the JOBS Act.

As an emerging growth company, we have opted to comply with the executive compensation rules applicable to smaller reporting companies, as such term is defined under the Securities Act of 1933, as amended (the Securities Act), which require compensation disclosure for our principal executive officer and the two most highly compensated executive officers other than our principal executive officer. The table below sets forth the annual compensation earned during fiscal 2012 and 2013 by our principal executive officer and our next two most highly-compensated executive officers, or our named executive officers or NEOs.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan	All Other	Total (\$)
				Compensation (\$) <sup>(3)</sup>	Compensation (\$)	
Yakov Faitelson	2013	\$ 360,000		\$ 100,000	\$ 34,018 <sup>(4)</sup>	\$ 494,018
<i>President and Chief Executive Officer</i>	2012	\$ 310,000	\$ 75,161	\$ 60,000	\$ 378,317 <sup>(5)</sup>	\$ 823,478
Gili Iohan <sup>(1)</sup>	2013	\$ 217,964	\$ 172,961	\$ 80,000	\$ 124,588 <sup>(6)</sup>	\$ 595,513
<i>Chief Financial Officer</i>						
James O Boyle	2013	\$ 240,000	\$ 172,961	\$ 161,398	\$ 9,883 <sup>(7)</sup>	\$ 584,242
<i>Senior Vice President of Worldwide Sales</i>	2012	\$ 240,000		\$ 141,791	\$ 16,463	\$ 398,254

(1) Ms. Iohan first became a named executive officer in 2013.

(2) Represents the grant date fair value of options awarded during 2012 and 2013, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (FASB ASC Topic 718). For a summary of the assumptions made in the valuation of these awards, please see Note 2.n to our consolidated financial statements included elsewhere in this prospectus.

(3) Represents performance-based (i) bonus earned by Mr. Faitelson and Ms. Iohan in respect of company performance in the relevant fiscal year and (ii) annual sales commissions paid to Mr. O Boyle in the relevant fiscal year. The material terms of the non-equity incentive plan compensation paid to our named executive officers in our last completed fiscal year are described below in the section entitled 2013 Bonus Arrangements.

(4) Includes \$10,200 in company matching contributions to the 401(k) savings plan and a non-recurring amount of \$23,818 in travel reimbursement.

(5) Includes the following non-recurring items of compensation: \$109,847 for housing allowance and an amount equal to \$233,512, representing the difference between the price paid by us for certain of Mr. Faitelson's shares and the fair value of such shares.

(6) Includes \$5,821 in car allowance, \$13,436 in aggregate company contributions to pension, severance and Israeli recreational funds, and the following non-recurring items of compensation: \$23,293 for pay in lieu of accrued but unused vacation and \$82,038 for travel-related allowance.



(7) Includes \$5,014 in car allowance and \$4,869 in company matching contributions to the 401(k) savings plan.

***Employment Agreements***

*Former Employment Agreements.* Each of our NEOs was a party to an employment agreement with us during 2013, as described in greater detail below. These employment agreements will be superseded by the new employment agreements entered into with each NEO, as described in the section entitled *New Employment Agreements* below.

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**Table of Contents**

*Mr. Faitelson's Employment Agreement.* We entered into an employment agreement in 2004 with Mr. Faitelson, as amended most recently in November 2012. The employment agreement provides that Mr. Faitelson will receive an annual base salary of \$360,000, which may be adjusted in our sole discretion and also provides that we will reimburse Mr. Faitelson for certain relocation expenses. The employment agreement provides that Mr. Faitelson's employment with us is at will and may be terminated at any time by either party; provided that we must provide Mr. Faitelson with ninety days' written notice upon a termination without cause (as defined in Mr. Faitelson's employment agreement). If we terminate Mr. Faitelson's employment without cause and provided that Mr. Faitelson signs and does not revoke a general release of claims, Mr. Faitelson will be entitled to a severance payment equal to one month's base salary (calculated as the higher of (i) the average base salary during the 24 months prior to the date of termination and (ii) the last monthly base salary paid to Mr. Faitelson, and referred to as the monthly salary) for each whole year of employment (pro-rata for any partial year), to be paid upon termination of employment. Mr. Faitelson's employment agreement contains standard 12-month post-termination non-competition and non-solicitation covenants. As consideration for the non-competition covenant, Mr. Faitelson will be entitled to a lump sum payment on the date of termination equal to 12 months' of monthly salary, in all terminations except for terminations for cause; provided, however, that in no event will such payment in respect of the non-competition period, together with the severance payment, exceed 12 months of base salary, unless Mr. Faitelson has worked for us for more than 12 years, in which case he will not be entitled to any compensation in respect of this non-competition period.

*Ms. Iohan's Employment Agreement.* We entered into an employment agreement with Ms. Iohan in 2010, as amended most recently in May 2013. The employment agreement provides that Ms. Iohan will receive an annual base salary of \$285,000, which may be adjusted in our sole discretion, as well as a one time travel-related allowance. The employment agreement provides that Ms. Iohan's employment with us is at will and may be terminated at any time by either party; provided that we must provide ninety days' written notice upon a termination without cause (as defined in Ms. Iohan's employment agreement). If we terminate Ms. Iohan's employment without cause and provided that Ms. Iohan signs and does not revoke a general release of claims, Ms. Iohan will be entitled to one month's base salary (calculated as the higher of (i) the average base salary during the 24 months prior to the date of termination and (ii) the last monthly base salary paid to Ms. Iohan, and referred to as the monthly salary) for each whole year of employment (pro-rata for any partial year), to be paid upon termination of employment. Ms. Iohan's employment agreement contains standard 12-month post-termination non-competition and non-solicitation covenants. As consideration for the non-competition covenant, Ms. Iohan will be entitled to a lump sum payment on the date of termination equal to 12 months' of monthly salary, in all terminations expect for terminations for cause; provided, however, that in no event will such payment in respect of the non-competition period, together with the severance payment, exceed 12 months of base salary, unless Ms. Iohan has worked for us for more than 12 years, in which case she will not be entitled to any compensation in respect of this non-competition period.

*Mr. O'Boyle's Employment Agreement.* We entered into an employment agreement with Mr. O'Boyle in 2006, as amended most recently in May 2013. Pursuant to the employment agreement, Mr. O'Boyle receives a base salary of \$240,000 and a commission based on performance, both of which may be adjusted in our sole discretion. Mr. O'Boyle's 2013 annual target commission, beginning as of May 1, 2013, was increased from \$160,000 to \$210,000 (resulting in an annualized target commission of \$193,000 for 2013). We may terminate Mr. O'Boyle's employment with three months' notice, and, if Mr. O'Boyle's employment is terminated without notice, he will be entitled to base salary and benefits continuation for the notice period, as well as commission for all collections related to revenues generated while he was employed.

*New Employment Agreements.* On February 10, 2014, in connection with the offering, we entered into new employment agreements with each of our NEOs, which will replace the current arrangements with the NEOs described above effective upon the consummation of this offering.

The new employment agreements with each of Mr. Faitelson, Ms. Iohan and Mr. O Boyle will become effective upon the completion of the offering and will be for an initial three-year term. The employment agreements provide that each executive will receive an annual base salary (for Mr. Faitelson, an annual base salary of \$380,000, for Ms. Iohan, an annual base salary of \$302,000 and, for Mr. O Boyle, an annual base salary of \$240,000), which may be increased during the employment term (but not decreased other than pursuant to an

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**Table of Contents**

across-the-board reduction that applies to all employees or to senior executives), in the sole discretion of the compensation committee. With respect to Mr. Faitelson and Ms. Iohan, the employment agreements also provide that the executive will have an annual target bonus opportunity equal to \$160,000 and \$110,000, respectively. With respect to Mr. O Boyle, the employment agreement provides for an annual target commission bonus opportunity equal to \$210,000. Unless terminated earlier, the employment agreements will have an initial term of three years following the effective date, subject to automatic one-year renewals unless either party provides ninety days written notice to the other prior to the expiration of the term.

Upon a termination by us without cause (as defined in the respective employment agreements) or upon a termination by the executive for good reason (as defined in the respective employment agreements) and provided that the executive signs and does not revoke a general release of claims, the executive will be entitled to the following severance benefits: (i) a lump sum payment equal to one times the executive's base salary and (ii) with respect to Mr. Faitelson and Ms. Iohan, an amount equal to a pro rata portion of the annual bonus that the executive would have earned for the year of termination based on actual performance; and with respect to Mr. O Boyle, an amount equal to the amount of the annual commissions earned by the executive but not paid prior to the executive's date of termination. Upon a termination by us without cause or upon a termination by the executive for good reason within the one-year period following a change in control (as defined in the respective employment agreements) and provided that the executive signs and does not revoke a general release of claims, the executive will be entitled to the following enhanced severance benefits: (i) a lump sum payment equal to one and a half times the executive's base salary, (ii) for Mr. Faitelson and Ms. Iohan, an amount equal to the executive's target annual bonus for the year of termination and, for Mr. O Boyle, an amount equal to executive's target annual commission opportunity for the year of termination to the extent not previously paid, and (iii) immediate vesting of all of the executive's outstanding equity-based awards (referred to as double trigger vesting).

If the executive's employment is terminated by the Company for cause (or if the executive resigns without good reason), the executive will not be entitled to any further compensation or benefits other than any accrued but unpaid base salary, reimbursement for any business expenses properly incurred by executive prior to the date of termination and vested benefits, if any, to which the executive may be entitled under the terms of Company's employee benefit plans as of the date of termination.

The employment agreements provide that in the event that any amount payable to the executive is determined under the Internal Revenue Code to be made in connection with a change in control of the Company, and such payments would result in a loss of deduction for the Company under Section 280G of the Internal Revenue Code with respect to excess parachute payments, the executive's payments will be reduced to the amount that would not result in the loss of deduction.

The employment agreements contain standard twelve-month post-termination non-competition and non-solicitation covenants. If the executive breaches any of the restrictive covenants, we are not required to make any of the severance payments listed above and we can require the executive to repay any of the severance payments previously made.

***2013 Bonus Arrangements***

*Mr. Yakov Faitelson and Ms. Gili Iohan.* Our practice with respect to annual incentive compensation has historically been to provide an opportunity to earn quarterly bonus awards based on the achievement of company performance measures, which for the first three quarters of 2013 included both the achievement of a specified amount of (i) quarterly sales and (ii) cash and accounts receivables for the quarter. We adopted a new cash incentive plan in October 2013 which provided the opportunity for each of Mr. Faitelson and Ms. Iohan to earn a fourth quarter bonus and end of year bonus equal to an aggregate of \$50,000 at target for each of Mr. Faitelson and Ms. Iohan, based on our

achievement of revenue targets for the quarter and full year. The cash incentive plan also provided for no bonus to be paid if our revenue performance was less than 90% of the target (i.e., a threshold amount below which no bonus would be paid) and for a cap equal to 110% of the target bonus amount to be paid if our revenue performance equaled a stretch goal of 110% of the target or more. Based on company

**Table of Contents**

performance, Mr. Faitelson and Ms. Iohan were each awarded bonuses in 2013 in the aggregate amount of \$100,000 and \$80,000, respectively, which included, based on achievement of the stretch target for each of the fourth quarter and full year, a bonus of \$55,000 in the aggregate under the cash incentive plan.

*Mr. James O Boyle.* Mr. O Boyle participated in a 2013 Sales Compensation Plan pursuant to which he was entitled to annual sales commissions based on the revenues, generated with Mr. O Boyle's assistance, which we receive from the sale of our products and services worldwide. Pursuant to Mr. O Boyle's 2013 Sales Compensation Plan, Mr. O Boyle had the opportunity to earn an annualized target commission of \$193,000 for the year if the annual collected net revenues target (as defined in the plan) was met, or a pro-rata portion of his target commission if annual collected net revenues were below the annual collected net revenues target. For any additional annual collected net revenues in excess of 100% of the annual collected net revenues target, Mr. O Boyle was entitled to receive 0.35% of any such excess. Pursuant to the 2013 Sales Compensation Plan (as well as prior plans), the performance condition for the sales commission was not met unless related revenues were collected by us; accordingly, Mr. O Boyle became entitled to receive commission bonus payments with respect to any fiscal year only after we collected the net revenues to which the commission bonus payments relate. Mr. O Boyle received in 2013 an aggregate amount in commissions equal to \$161,398, which represents the sum of (i) \$102,089 resulting from collected net revenues under the 2013 Sales Compensation Plan; (ii) \$59,064 resulting from collected net revenues under his 2012 Sales Compensation Plan; and (iii) approximately \$245 resulting from collected net revenues under his 2011 and 2010 plans. Assuming 100% collection of 2013 net revenues, Mr. O Boyle would receive an additional amount equal to \$78,223 as a commission bonus, for a total of \$180,312 in respect of 2013 net revenues.

***Pension and Non-Qualified Deferred Compensation Plans***

We did not maintain a pension plan or non-qualified deferred compensation plan for any of our NEOs in fiscal year 2013.

**Outstanding Equity Awards at Fiscal Year-End December 31, 2013**

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards		
		Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Yakov Faitelson	86,763		1.039	January 9, 2018
<i>President and Chief Executive Officer</i>	247,596		1.256	January 15, 2019
	52,560		1.256	June 25, 2019
	210,240		1.256	August 5, 2019
	7,356		8.80	February 27, 2022

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Gili Iohan	7,000		1.256	January 15, 2019
<i>Chief Financial Officer</i>	30,000		1.256	July 8, 2019
	18,750	1,250 <sup>(1)</sup>	1.576	January 14, 2020
	22,500	7,500 <sup>(1)</sup>	1.576	October 7, 2020
	18,750	6,250 <sup>(1)</sup>	1.576	November 7, 2020
	3,000	5,000 <sup>(1)</sup>	6.80	May 10, 2022
		12,000 <sup>(2)</sup>	12.47	April 17, 2023
James O Boyle	625	625 <sup>(3)</sup>	1.576	January 14, 2020
<i>Senior Vice President of Worldwide Sales</i>		12,000 <sup>(2)</sup>	12.47	April 17, 2023

- (1) Twenty-five percent of the option award vests on the first anniversary of grant, and an additional 1/16<sup>th</sup> of shares subject to the option vests at the end of each three month period thereafter, subject to Ms. Iohan continuing to be an employee of ours through each such date.

## **Table of Contents**

(2) The vesting schedule is described in the narrative below.

(3) This award became fully vested on January 14, 2014.

On April 17, 2013, we granted an option to acquire 12,000 shares of common stock to Ms. Iohan under the Varonis Systems, Inc. 2005 Stock Plan, as amended, or the 2005 Plan, of which a portion to acquire 3,000 shares will vest on April 17, 2014 and additional portions to acquire 750 shares of our common stock will vest on the end of each three-month period after April 17, 2014, subject to Ms. Iohan continuing to be an employee of ours through each such date. On April 17, 2013, we also granted an option to acquire 12,000 shares of common stock to Mr. O Boyle under the 2005 Plan, of which a portion to acquire 3,000 shares will vest on April 17, 2014 and additional portions to acquire 250 shares of our common stock will vest on the end of each one-month period after April 17, 2014, subject to Mr. O Boyle continuing to be an employee of ours through each such date.

## **Equity Compensation Plans**

### ***2005 Stock Plan***

In 2005, we adopted the 2005 Plan, as most recently amended on May 7, 2013, in order to attract and retain the most qualified personnel, to provide additional incentives to employees and promote the success of our business. The 2005 Plan permits the grant of incentive stock options, non-qualified stock options, restricted stock and certain other options intended to qualify for favorable tax treatment in Israel. The maximum number of shares of common stock that may be subject to awards under the 2005 Plan is 4,713,319. As of December 31, 2013, we have granted awards with respect to 4,656,855 shares of our common stock under the 2005 Plan. After this offering, no further awards will be granted under the 2005 Plan.

*Plan Administration.* The plan is administered by our board of directors. Subject to the terms of the 2005 Plan, the board of directors may select, from those eligible participants, the persons who will receive awards, the types of awards to be granted, the purchase price (if any) to be paid for shares covered by the awards, and the vesting (including acceleration of vesting), forfeiture and other terms and conditions of the awards, and will have the authority to construe and interpret the terms of the 2005 Plan and the awards granted under the 2005 Plan. All such decisions, determinations and interpretations of the board of directors will be final and binding.

*Eligibility.* The 2005 Plan permits the grant of awards to our employees, directors or consultants or those of any of our subsidiaries.

*Options.* Options granted under the 2005 Plan have a term as provided in the applicable option agreement (not to exceed 10 years) and incentive stock options and non-qualified stock options have an exercise price no less than 100% of fair market value. Our board of directors has also adopted Appendix B to the 2005 Stock Plan, or the Israel Appendix, to apply to grants made to our employees in Israel. The Israel Appendix allows us to grant options to Israeli employees under the 2005 Stock Plan under similar terms to those in the 2005 Stock Plan, and that the options may qualify for tax-favorable treatment pursuant to the tax routes of Section 102(b) of the 1961 Israeli Income Tax Ordinance New Version 1961.

*Restricted Stock.* Restricted stock may be issued alone or in tandem with other awards granted under the 2005 Plan or cash awards made outside the 2005 Plan. We have not granted any shares of Restricted Stock under the 2005 Plan.

*Change in Control.* In the event of a merger or a change in control (as defined in the 2005 Plan), each outstanding award will be assumed or an equivalent award substituted by the successor corporation and if the successor corporation refuses, all awards under the 2005 Plan will fully vest. The board of directors will not be required to treat all awards similarly in a change in control.



*Termination of Employment.* After the termination of service of an employee, director or consultant, the option holder may exercise his or her option, to the extent vested as of such date of termination, for such period

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**Table of Contents**

of time as specified in his or her option agreement or, if no period of time is specified, for three months following termination. If termination is due to death or disability, the option will remain exercisable, to the extent vested as of such date of termination, for such period of time as specified in his or her option agreement or, if no period of time is specified, for 12 months following termination. However, in no event may an option be exercised later than the expiration of the term of such options.

*Transfer Restrictions.* Unless our board of directors provides otherwise, the 2005 Plan generally does not allow for the transfer, pledge, assignment or hypothecate of awards (other than by will or the laws of descent and distribution), and only the award holder may exercise such an award during his or her lifetime.

*Amendment.* Our board of directors may at any time amend, alter, suspend or terminate the 2005 Plan, provided that, in general, no changes may be made which would impair the rights of any optionholder, unless mutually agreed between the optionholder and us.

***2013 Omnibus Equity Incentive Plan***

On November 14, 2013, our board of directors approved and adopted our 2013 Omnibus Equity Incentive Plan, or the 2013 Plan, which will be subject to approval by our stockholders prior to completion of the offering. The 2013 Plan will become effective on the date of such approval. The purpose of our 2013 Plan is to enable us to grant equity-based incentive awards intended to attract, motivate and retain qualified employees, directors and other eligible service providers, and to align their financial interests with those of our stockholders. No awards are contemplated in connection with the offering. Any future awards will be made in the discretion of the compensation committee of our board of directors. Following is a brief summary of the anticipated material terms of our 2013 Plan, which will be subject to the actual terms of the 2013 Plan.

*Eligibility for Participation.* Our 2013 Plan permits the grant of incentive stock options, or ISOs, within the meaning of Section 422 of the Code, to our and any of our subsidiaries' employees, and the grant of non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units, performance shares and other forms of equity-based awards to our and any of our affiliates (or, if necessary to avoid the imposition of additional taxes under Section 409A of the Code, our subsidiaries') employees, directors, consultants and independent contractors; provided, however, that no non-employee director under the 2013 Plan will be granted awards in any consecutive 12 month period having a value of more than \$250,000.

*Authorized Shares.* Ten percent (10%) of the issued and outstanding shares of our common stock as of the effective date of this Registration Statement will be reserved for issuance under our 2013 Plan. The number of shares of our common stock available for grant and issuance under the 2013 Plan will be increased on January 1, 2016 and each January 1 thereafter, by 4% of the number of shares of our common stock issued and outstanding on each December 31 immediately prior to the date of increase, except that the amount of each such increase will be limited to the number of shares of our common stock necessary to bring the total number of shares of our common stock available for grant and issuance under the 2013 Plan to five percent (5%) of the number of our shares of common stock issued and outstanding on each such December 31. For example, if on December 31, 2015, the number of shares of our common stock available for issuance under the 2013 Plan remains equal to five percent (5%) (or more) of the number of our shares of common stock issued and outstanding on that date, then no increase will be made as of January 1, 2016. If however, the number of shares of our common stock available for issuance under the 2013 Plan remains equal to two percent (2%) of the number of our shares of common stock issued and outstanding on December 31, 2015, then the increase on January 1, 2016 will be limited to an additional three percent (3%). If any shares of our common stock subject to an award under the 2013 Plan are forfeited, cancelled, exchanged or surrendered or if an award otherwise terminates or expires without a distribution of shares to the applicable

participant, the shares with respect to such award will, to the extent of any such forfeiture, cancellation, exchange, surrender, termination or expiration, again be available for awards under the 2013 Plan. When Section 162(m) of the Code becomes applicable to us, the maximum aggregate number of shares of our common stock subject to awards that may be granted during any fiscal year to any individual will be 5,000,000. No more than 1,000,000 shares of our common stock will be issued pursuant to the exercise of ISOs.

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**Table of Contents**

*Administration.* In general, our 2013 Plan will be administered by the compensation committee of our board of directors. Subject to the discretion of the board, in the case of awards intended to qualify for the performance-based compensation exemption from Section 162(m) of the Code, the committee will consist of at least two outside directors within the meaning of Section 162(m) of the Code. Subject to the terms of our 2013 Plan, the committee (or its designee) may select, from those eligible participants, the persons who will receive awards, the types of awards to be granted, the purchase price (if any) to be paid for shares covered by the awards, and the vesting (including acceleration of vesting), forfeiture and other terms and conditions of the awards, and will have the authority to make all other determinations necessary or advisable for the administration of the plan. The compensation committee will also have the ability to construe and interpret the terms and provisions of the 2013 Plan (and any award agreement relating thereto) and to prescribe, amend and rescind rules relating to sub-plans established for the purpose of satisfying applicable foreign laws or for qualifying for favorable tax treatment under applicable foreign laws.

*Stock Options.* We may issue non-qualified stock options and incentive stock options or ISOs (within the meaning of Section 422 of the Code) under the 2013 Plan. The terms and conditions of any options granted to a participant will be set forth in an award agreement and, subject to the provisions in the 2013 Plan, will be determined by the compensation committee. The exercise price of any option granted under our 2013 Plan must be at least equal to the fair market value of our common stock on the date the option is granted (110% of fair market value in the case of ISOs granted to ten percent stockholders). The maximum term of an option granted under our 2013 Plan is ten years. Subject to our 2013 Plan, the compensation committee will determine the vesting and other terms and conditions of options granted under our 2013 Plan and the compensation committee will have the authority to accelerate the vesting of any option in its sole discretion. Unless the applicable option award agreement provides otherwise, in the event of an optionee's termination of employment or service for any reason other than for cause, disability or death, such optionee's options (to the extent exercisable at the time of such termination) generally will remain exercisable until 90 days after such termination and then expire. Unless the applicable option agreement provides otherwise, in the event of an optionee's termination of employment or service due to disability or death, such optionee's options (to the extent exercisable at the time of such termination) generally will remain exercisable until one year after such termination and will then expire. Options that were not exercisable on the date of termination for any reason other than for cause will expire at the close of business on the date of such termination. In the event of an optionee's termination of employment or service for cause, such optionee's outstanding options will expire at the commencement of business on the date of such termination. In no event, however, may an option be exercised after the expiration of its term.

*Stock Appreciation Rights.* The terms and conditions of any stock appreciation rights, or SARs, granted to a participant will be set forth in an award agreement and, subject to the provisions in the 2013 Plan, will be determined by the compensation committee. A SAR allows the recipient to receive payment, in cash and/or shares of our common stock, in an amount equal to the appreciation in the fair market value of our common stock between the date the stock appreciation right is granted and the date it is exercised. SARs may be granted under the 2013 Plan either alone or in conjunction with all or part of any option granted under the 2013 Plan. A free-standing SAR granted under the Plan entitles its holder to receive, at the time of exercise, an amount per share equal to the excess of the fair market value (at the date of exercise) of a share of common stock over a specified price fixed by the compensation committee (which shall be no less than fair market value at the date of grant). A SAR granted in conjunction with all or part of an option under the 2013 Plan entitles its holder to receive, at the time of exercise of the SAR and surrender of such all or part of the related option, an amount per share equal to the excess of the fair market value (at the date of exercise) of a share of common stock over the exercise price of the related option. In the event of a participant's termination of employment or service, free-standing SARs will be exercisable at such times and subject to such terms and conditions determined by the compensation committee on or after the date of grant, while SARs granted in conjunction with all or part of an option will be exercisable at such times and subject to terms and conditions applicable to the related option. The maximum term of a SAR granted under our 2013 Plan is ten years.



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**Table of Contents**

*Restricted Stock.* The terms and conditions of any restricted stock awards granted to a participant will be set forth in an award agreement and, subject to the provisions in the 2013 Plan, will be determined by the compensation committee. Under a restricted stock award, we issue shares of our common stock to the recipient of the award, subject to vesting conditions and transfer restrictions that lapse over time or upon achievement of performance conditions. The compensation committee will determine the vesting schedule and performance objectives, if any, applicable to each restricted stock award. Subject to the provisions of the 2013 Plan and the applicable award agreement, the compensation committee has the sole discretion to provide for the lapse of restrictions in installments or the acceleration or waiver of restrictions (in whole or part) under certain circumstances included, without limitation, the attainment of certain performance goals, a participant's termination of employment or service or a participant's death or disability. Unless the compensation committee determines otherwise, the recipient may vote and receive dividends on shares of restricted stock issued under our 2013 Plan. Generally, if the recipient of a restricted stock award terminates employment or service, any unvested shares will be forfeited to or repurchased by us.

*Performance Units/Performance Shares.* Performance units and performance shares are awards that are payable in cash or shares of our common stock upon the achievement of specific performance goals established in advance by our compensation committee. A performance share is an award that has an initial value equal to one share of our common stock. A performance unit is an award that has an initial value equal to a specified dollar amount. The value of a performance share or performance unit at the end of the applicable performance period will depend on whether and the extent to which the specified performance goals are achieved.

*Other Share-Based Awards and Cash Awards.* Our compensation committee may make other forms of equity-based awards under our 2013 Plan, including, for example, restricted stock units, deferred shares, stock bonus awards and dividend equivalent awards. In addition, our 2013 Plan authorizes us to make annual and other cash incentive awards based on achieving performance goals that are pre-established by our compensation committee. No more than \$5 million may be awarded as a cash incentive award to any participant for any calendar year.

*Performance Goals.* The compensation committee may grant awards of restricted stock, performance units, performance shares and other stock-based awards that are intended to qualify as performance-based compensation for purposes of Section 162(m) of the Code. These awards may be granted, vest and be paid based on attainment of specified performance goals established by the committee. Any one or more of the following performance factors may be used by the compensation committee in establishing performance goals for awards intended to qualify as performance-based compensation: (a) net earnings or net income (before or after taxes); (b) basic or diluted earnings per share (before or after taxes); (c) pre- or after-tax income (before or after allocation of corporate overhead and bonus); (d) operating income (before or after taxes); (e), net sales or net sales growth; (f) gross profit or gross profit growth; (g) net operating profit (before or after taxes); (h) earnings, including earnings before or after taxes, interest, depreciation and/or amortization; (i) return measures (including, but not limited to, return on assets, net assets, capital, total capital, tangible capital, invested capital, equity, sales, or total stockholder return); (j) cash flow (including, but not limited to, operating cash flow, free cash flow, cash flow return on capital, cash flow return on investment, and cash flow per share (before or after dividends); (k) margins, gross or operating margins, or cash margins; (l) share price (including, but not limited to, growth measures and total stockholder return); (m) expense or cost targets; (n) objective measures of customer satisfaction; (o) working capital targets; (p) measures of economic value added, or economic value-added models or equivalent metrics; (q) inventory control; (r) debt targets; (s) stockholder equity; (t) implementation, completion or attainment of measurable objectives with respect to business development, acquisitions and divestitures, and recruiting and maintaining personnel or (u) other objective criteria determined by the compensation committee.

To the extent permitted by law, the compensation committee may also exclude the impact of an event or occurrence which the compensation committee determines should be appropriately excluded, such as (1) restructurings,

discontinued operations, extraordinary items and other unusual or non-recurring charges;

**Table of Contents**

(2) an event either not directly related to our operations or not within the reasonable control of management; or (3) a change in tax law or accounting standards required by generally accepted accounting principles.

Performance goals may also be based on an individual participant's performance goals, as determined by the compensation committee.

In addition, all performance goals may be based upon the attainment of specified levels of our performance, or the performance of a subsidiary, division or other operational unit, under one or more of the measures described above relative to the performance of other corporations. The compensation committee may designate additional business criteria on which the performance goals may be based or adjust, modify or amend those criteria.

*Award Agreements.* Awards granted under the 2013 Plan will be evidenced by award agreements, which need not be identical, that provide additional terms, conditions, restrictions or limitations covering the grant of the award, including, without limitation, additional terms providing for the acceleration of exercisability or vesting of awards in the event of a change in control or conditions regarding the participant's employment, as determined by the compensation committee in accordance with the 2013 Plan.

*Transferability of Awards.* In general, awards made under our 2013 Plan may not be transferred or assigned, except as may be permitted by our compensation committee. An option or stock appreciation right granted under our 2013 Plan may be exercised only by the recipient during his or her lifetime.

*Capital Changes.* In the event of certain changes in our capitalization, such as a reorganization, stock split, merger or similar change in our corporate structure or the number of outstanding shares of our common stock, our compensation committee will make appropriate adjustments to the aggregate and individual share limits and to the number, class and/or exercise price under outstanding awards in order to prevent undue diminution or enlargement of the benefits or potential benefits available under our 2013 Plan. The compensation committee may also provide, in its sole discretion, for the cancellation of any outstanding award in exchange for a payment in cash or other property having an aggregate fair market value of the shares of common stock covered by such award, reduced by the aggregate exercise price or purchase price thereof, if any.

*Change in Control.* Unless otherwise determined by the compensation committee and evidenced in an award agreement (or unless as otherwise provided in an employment, severance or change in control agreement), in the event that a change in control (as defined in the 2013 Plan) occurs and (i) awards under the 2013 Plan continue or are assumed or substituted by any successor and a participant's employment is terminated without cause (as defined in the 2013 Plan) on or after the effective date of the change in control but prior to 12 months following the change in control or (ii) awards under the 2013 Plan are not continued or assumed or substituted by any successor, then any unvested or unexercisable portion of any award carrying a right to exercise shall become fully vested and exercisable, and the restrictions, deferral limitations, payment conditions and forfeiture conditions applicable to an award granted under the 2013 Plan will lapse and such unvested awards will be deemed fully vested and any performance conditions imposed with respect to such awards will be deemed to be fully achieved. The completion of this offering will not be a change of control under the 2013 Plan.

*Amendment and Termination.* Our board of directors has the authority to amend or terminate our 2013 Plan, provided such action does not adversely affect then outstanding awards. Amendments to our 2013 Plan will be subject to stockholder approval if such approval is necessary in order to satisfy applicable legal or stock exchange listing requirements. Unless sooner terminated, our 2013 Plan will automatically terminate in 2023, on the tenth anniversary of its effective date.



We intend to file with the SEC a registration statement on Form S-8 covering the shares issuable under the 2013 Plan.

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**Table of Contents*****Certain Federal Income Tax Consequences.***

The following is a summary of United States Federal income tax consequences of awards under the 2013 Plan. It does not purport to be a complete description of all applicable rules, and those rules (including those summarized here) are subject to change.

An optionee generally will not recognize taxable income upon the grant of a non-qualified stock option. Rather, at the time of exercise of such non-qualified stock option, the optionee will recognize ordinary income for income tax purposes in an amount equal to the excess of the fair market value of the shares purchased over the exercise price. We generally will be entitled to a tax deduction at such time and in the same amount that the optionee recognizes ordinary income. If shares acquired upon exercise of a non-qualified stock option are later sold or exchanged, then the difference between the amount received upon such sale or exchange and the fair market value of such shares on the date of such exercise will generally be taxable as long-term or short-term capital gain or loss (if the shares are a capital asset of the optionee) depending upon the length of time such shares were held by the optionee.

In general, no taxable income is realized by a participant upon the grant of an ISO. If shares of common stock are purchased by a participant, or option shares, pursuant to the exercise of an ISO granted under the Plan and the participant does not dispose of the option shares within the two-year period after the date of grant or within one year after the receipt of such option shares by the participant, such disposition a disqualifying disposition, then, generally (1) the participant will not realize ordinary income upon exercise and (2) upon sale of such option shares, any amount realized in excess of the exercise price paid for the option shares will be taxed to such participant as capital gain (or loss). The amount by which the fair market value of the common stock on the exercise date of an ISO exceeds the purchase price generally will constitute an item which increases the participant's alternative minimum taxable income. If option shares acquired upon the exercise of an ISO are disposed of in a disqualifying disposition, the participant generally would include in ordinary income in the year of disposition an amount equal to the excess of the fair market value of the option shares at the time of exercise (or, if less, the amount realized on the disposition of the option shares), over the exercise price paid for the option shares. Subject to certain exceptions, an option generally will not be treated as an ISO if it is exercised more than three months following termination of employment. If an ISO is exercised at a time when it no longer qualifies as an ISO, such option will be treated as a nonqualified stock option as discussed above. In general, we will receive an income tax deduction at the same time and in the same amount as the participant recognizes ordinary income.

A participant who is granted a stock appreciation right will not recognize ordinary income upon receipt of the share appreciation right. At the time of exercise, however, the participant will recognize compensation income equal to the value of any cash received and the fair market value on the date of exercise of any shares received. We will not be entitled to a deduction upon the grant of a stock appreciation right, but generally will be entitled to a compensation deduction for the amount of compensation income the participant recognizes upon the participant's exercise of the stock appreciation right. The participant's tax basis in any shares received will be the fair market value on the date of exercise and, if the shares are later sold or exchanged, then the difference between the amount received upon such sale or exchange and the fair market value of the shares on the date of exercise will generally be taxable as long-term or short-term capital gain or loss (if the shares are a capital asset of the participant) depending upon the length of time such shares were held by the participant.

A participant generally will not be taxed upon the grant of restricted stock or performance shares, but rather will recognize ordinary income in an amount equal to the fair market value of the shares at the earlier of the time the shares become transferable or are no longer subject to a substantial risk of forfeiture (within the meaning of the Code). We generally will be entitled to a deduction at the time when, and in the amount that, the participant recognizes ordinary income on account of the lapse of the restrictions. A participant's tax basis in the shares will equal their fair market

value at the time the restrictions lapse, and the participant's holding period for capital gains purposes will begin at that time. Any cash dividends paid on the shares before the restrictions lapse will be taxable to the participant as additional compensation and not as dividend income. Under Section 83(b) of the Code, a participant may elect to recognize ordinary income at the time the restricted or performance shares are

**Table of Contents**

awarded in an amount equal to their fair market value at that time, notwithstanding the fact that such shares are subject to restrictions or transfer and a substantial risk of forfeiture. If such an election is made, no additional taxable income will be recognized by such participant at the time the restrictions lapse, the participant will have a tax basis in the shares equal to their fair market value on the date of their award, and the participant's holding period for capital gains purposes will begin at that time. We generally will be entitled to a tax deduction at the time when, and to the extent that, ordinary income is recognized by such participant.

In general, the grant of deferred shares will not result in income for the participant or in a tax deduction for us. Upon the settlement of such an award, the participant will recognize ordinary income equal to the aggregate value of the payment received, and we generally will be entitled to a tax deduction in the same amount.

With respect to other awards under the 2013 Plan, generally when the participant receives payment with respect to an award, the amount of cash and fair market value of any other property received will be ordinary income to the participant, and we generally will be entitled to a tax deduction in the same amount.

**Director Compensation**

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Total (\$)
Kevin Comolli			
John J. Gavin, Jr.		415,403	415,403
Erez Shachar			
Rona Segev-Gal			
Fred van den Bosch		125,880	125,880

(1) We have not made any cash payments to any of our independent directors to date.

(2) Represents the grant date fair value of options awarded during 2013, computed in accordance with FASB ASC Topic 718. For a summary of the assumptions made in the valuation of these awards, please see Note 2.n to our consolidated financial statements included elsewhere in this prospectus. On January 14, 2013, in connection with the appointment of Messrs. Gavin and van den Bosch to our board of directors, we granted an option to Mr. Gavin to acquire 33,000 shares of our common stock and an option to Mr. van den Bosch to acquire 10,000 shares of our common stock. The grants vest on a monthly basis over a thirty-six month period commencing on January 21, 2013. In accordance with this vesting schedule, as of December 31, 2013, (i) Mr. Gavin's grant has vested with respect to the portion to acquire 10,084 shares and (ii) Mr. van den Bosch's grant has vested with respect to the portion to acquire 3,056 shares. All of the foregoing option shares remained outstanding as of December 31, 2013.

We are currently in the process of determining the appropriate compensation program for our independent directors after the offering and we anticipate that our program will include customary compensation elements such as annual cash retainer fees, annual equity grants and reimbursement of reasonable expenses incurred in connection with the performance of director duties. We will provide further information on our director compensation program after it has been finalized.



**Table of Contents****CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS**

This section describes transactions, or series of related transactions, since January 1, 2011 to which we were a party or will be a party, in which:

the amount involved exceeded or will exceed \$120,000; and

any of our directors, executive officers or beneficial owners of more than 5% of any class of our capital stock (each a 5% Holder ), or any members of the immediate family of and any entity affiliated with any such person, had or will have a direct or indirect material interest.

**Private Placements of Securities*****Prior Financings***

Since our founding, we have raised capital through multiple rounds of financing. Between 2004 and 2011, we raised capital through sales of our common stock, our Series A, B, C, D, and E convertible preferred stock and convertible warrants. Upon the closing of this offering, we will not have any convertible preferred stock outstanding. The sales of our Series E convertible preferred stock was the only such transaction that occurred since January 1, 2011 and accordingly is disclosed herein.

***Series E Financing***

On February 24, 2011, we issued and sold an aggregate of 217,752 shares of our Series E convertible preferred stock, in a private placement transaction at a price per share of \$11.48. We used the net proceeds of this transaction to pay the purchase price for 108,876 shares of common stock from each of Mr. Faitelson, our President, Chief Executive Officer and director, and Mr. Korkus, our Chief Technology Officer and director, as described under Transactions With Our Directors, Executive Officers and 5% Holders Repurchase of Shares.

The following table sets out the participation in this transaction by any of our directors, executive officers, 5% Holders or any member of the immediate family or affiliated entity of any of the foregoing persons:

Name	Aggregate Consideration Paid	Shares of Series E Convertible Preferred Stock
Accel Europe L.P. and an affiliated entity (collectively, Accel Partners <sup>(1)</sup> )	\$ 1,480,482	128,951
Pitango Venture Capital Fund IV L.P. and an affiliated entity (collectively, Pitango <sup>(2)</sup> )	\$ 1,019,521	88,801
<b>Total:</b>	<b>\$ 2,500,003</b>	<b>217,752</b>

(1) Includes (i) 125,934 shares owned of record by Accel Europe L.P. and (ii) 3,017 shares owned of record by Accel Europe Investors 2004 L.P. Accel Europe Associates L.L.C. ( AEA ) is the General Partner of (i) Accel Europe

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- Associates L.P., which is the general partner of Accel Europe L.P.; and (ii) Accel Europe Investors 2004 L.P. and has the sole voting and investment power with respect to those entities. Kevin Comolli, one of our directors, is one of the two managers of AEA and shares voting and investment powers in such entity.
- (2) Includes (i) 86,924 shares owned of record by Pitango Venture Capital Fund IV L.P.; and (ii) 1,877 shares owned of record by Pitango Venture Capital Principals Fund IV L.P. Pitango Venture Capital Funds is the beneficial owner of Pitango Venture Capital Principals Fund IV L.P. Ms. Segev-Gal, one of our directors, is a General Partner at Pitango.

**Table of Contents****Transactions With Our Directors, Executive Officers and 5% Holders*****Repurchase of Shares***

On February 24, 2011, we issued and sold an aggregate of 217,752 shares of our Series E convertible preferred stock, \$0.001 par value per share, in a private placement transaction at a price per share of \$11.48. All shares of our Series E convertible preferred stock are convertible into shares of our common stock at the option of the holder, in whole or in part, at a price of \$11.48 per share. The conversion price is subject to adjustment upon recapitalizations and other events.

We used the net proceeds of this issuance and sale of our Series E convertible preferred stock to pay the purchase price for 108,876 shares of common stock from each of Messrs. Faitelson and Korkus at a purchase price of \$11.48 per share, representing an aggregate total amount of \$2,500,003, with \$1,250,002 having been paid to each of Messrs. Faitelson and Korkus.

The following table sets out the participation in this transaction of all purchasers involved:

Name	Aggregate Consideration Paid	Shares of Series E Convertible Preferred Stock
Accel Europe L.P.	\$ 1,445,844.05	125,934
Accel Europe Investors 2004 L.P.	\$ 34,638.08	3,017
Pitango Venture Capital Fund IV L.P.	\$ 997,971.54	86,924
Pitango Venture Capital Principals Fund IV L.P.	\$ 21,549.77	1,877
<b>TOTAL:</b>	<b>\$ 2,500,003.44</b>	<b>217,752</b>

On January 30, 2012, we purchased 87,100 shares of common stock from Mr. Faitelson at a purchase price of \$11.48 per share, representing an aggregate total purchase price of \$999,999. Mr. Faitelson used the proceeds of this sale to pay taxes owed by him due upon the exercise of certain company stock options. We then sold 43,550 of the acquired shares at the same price to affiliates of Accel Partners (of which 42,531 were purchased by Accel Europe L.P. and 1,019 were purchased by Accel Europe Investors 2004 L.P.) and 43,550 of the acquired shares at the same price to affiliates of Pitango (of which 42,629 were purchased by Pitango Venture Capital Fund IV L.P. and 921 were purchased by Pitango Venture Capital Principals Fund IV L.P.).

***EMC Corporation***

EMC Corporation, or EMC, is one of our major channel partners. Revenues derived from EMC represented 16.3%, 9.7% and 6.1% of our revenues for the years ended December 31, 2011, 2012 and 2013, respectively.

***Registration Rights***



We, Mr. Faitelson, Mr. Korkus, Pitango Venture Capital Fund IV L.P., Pitango Venture Capital Principals Fund IV L.P., Accel Europe L.P., Accel Europe Investors 2004 L.P., Evergreen IV, L.P., EMC Corporation, J.P. Morgan Digital Growth Fund L.P., J.P. Morgan Direct Venture Capital Institutional Investors IV LLC, J.P. Morgan Venture Capital Institutional Offshore Investors IV L.P., 522 Fifth Avenue Fund, L.P., WS Investment Corporation, LLC (2004A), WS Investment Company, LLC (2006A), Arthur F. Schneiderman, Trustee of the Arthur F. Schneiderman Trust UDT dated October 31, 2000, Gerald G. Lopatin and MJ Lopatin, as Trustees of the Lopatin Family Trust, under agreement dated July 26, 1997, and James K. Lau and Katherine S. Lau, as Trustees of KNSK Trust UDT dated September 18, 2000, are party to an investors' rights agreement, which requires us to register an aggregate of 17,370,121 shares of our capital stock under the Securities Act. For more information regarding the registration rights granted pursuant to this agreement, see [Description of Capital Stock](#) [Registration Rights](#).

## **Table of Contents**

### ***Employment Arrangements and Indemnification Agreements***

We have entered into employment arrangements with certain of our current executive officers. See Executive Compensation Employment Arrangements.

We have also entered into indemnification agreements with each of our directors and officers. The indemnification agreements and our amended and restated certificate of incorporation and amended and restated bylaws in effect upon the completion of this offering require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

### ***Severance and Separation Agreements***

Many of our executive officers are entitled to certain severance benefits.

### ***Stock Option Grants to Executive Officers and Directors***

We have granted stock options to our executive officers and two of our non-employee directors. See Executive Compensation.

### ***Policies and Procedures for Related Person Transactions***

We intend to adopt a written related person transactions policy that our executive officers, directors, nominees for election as a director, 5% stockholders, and any members of the immediate family of and any entity affiliated with any of the foregoing persons, are not permitted to enter into a transaction with us without the prior consent of our audit committee, or other independent members of our board of directors in the event it is inappropriate for our audit committee to review such transaction due to a conflict of interest. Any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, 5% stockholder or any of their immediate family members or affiliates, in which the amount involved exceeds \$120,000 must first be presented to our audit committee for review, consideration and approval. In approving or rejecting any such proposal, our audit committee will consider all facts and information that is available and deemed relevant by the audit committee, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction.

Although we have not previously had written policy for the review and approval of transactions with related persons in place, our board of directors has historically reviewed and approved any transaction where a director or officer had a financial interest, including all of the transactions described above. Prior to approving such a transaction, all material facts with respect to a director's or officer's relationship or interest in the agreement or transaction were disclosed to our board of directors. Our board of directors took this information into account when evaluating the transaction and when determining whether such transaction was fair to us and in the best interest of all of our stockholders.

**Table of Contents****PRINCIPAL AND SELLING STOCKHOLDER**

The following table sets forth information with respect to the beneficial ownership of our common stock, as of January 31, 2014, the most recent practicable date, and as adjusted to reflect the sale of common stock offered by us in this offering, for:

each beneficial owner of 5% or more of our outstanding common stock;

each of our named executive officers and directors;

all of our executive officers and directors as a group; and

the selling stockholder.

The selling stockholder is offering shares for sale only pursuant to the underwriters' option to purchase additional shares.

Beneficial ownership is determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities and include shares of common stock issuable upon the exercise of stock options that are immediately exercisable or exercisable within 60 days after January 31, 2014. Except as otherwise indicated, all of the shares reflected in the table are shares of common stock and all persons listed below have sole voting and investment power with respect to the shares beneficially owned by them, subject to applicable community property laws. The information is not necessarily indicative of beneficial ownership for any other purpose.

Percentage ownership calculations for beneficial ownership prior to this offering are based on 19,046,330 shares outstanding as of January 31, 2014, assuming the conversion of all of our outstanding convertible preferred stock. Percentage ownership calculations for beneficial ownership after this offering are based on shares outstanding after this offering, assuming no exercise of the underwriters' option to purchase additional shares and no purchase of shares in the offering by any existing stockholders. Except as otherwise indicated in the table below, addresses of named beneficial owners are care of Varonis Systems, Inc., 1250 Broadway, 31<sup>st</sup> Floor, New York, NY 10001.

Name of Beneficial Owner	Number of Shares Beneficially Owned		Percentage of Common Stock Beneficially Owned		Number of Shares Offered Pursuant to Underwriters' Option to Purchase Additional Shares	Percentage of Common Stock Beneficially Owned if Underwriters' Option to Purchase Additional Shares is
	Before Offering	After Offering	Before Offering	After Offering		

						<b>Exercised in Full</b>
<b>5% or Greater Stockholders:</b>						
Accel Europe Funds <sup>(1)</sup>	4,875,378	4,875,378	25.6%	20.4%		20.0%
Evergreen IV, LP <sup>(2)</sup>	4,391,279	4,391,279	23.1%	18.4%	219,564	17.1%
Pitango Venture Capital Funds <sup>(3)</sup>	3,370,981	3,370,981	17.7%	14.1%		13.8%
J.P. Morgan Affiliated Funds <sup>(4)</sup>	1,727,543	1,727,543	9.1%	7.2%		7.1%
EMC Corporation <sup>(5)</sup>	1,217,354	1,217,354	6.4%	5.1%		5.0%
Yakov Faitelson <sup>(6)</sup>	1,808,617	1,808,617	9.2%	7.4%		7.2%
Ohad Korkus <sup>(7)</sup>	1,862,002	1,862,002				