FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Melamed Guy					2. Issuer Name and Ticker or Trading Symbol VARONIS SYSTEMS INC [VRNS]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/01/2018								X Officer (give title below)			Other (specify below)		
C/O VARONIS SYSTEMS, INC.													CFO and COO					
1250 BI	ROADWAY	, 29TH FLOOR		_ 4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) NEW YORK NY 10001													X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate) (Zip)															
		Tab	le I - Non-Deri	vativ	e Sec	uriti	es A	cquired	, D	isposed	of, or E	Benefici	ially C	Own	ed			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye					Executi if any			3. Transaction Code (Instr. 8)			es Acquired (A) or Of (D) (Instr. 3, 4 a		and 5) Secu Bene Own			6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price				(Instr. 4)	(Instr. 4)	
Commor share	er 06/01/20	18	8			F		666	D	\$77.	\$77.65		30,640	D				
Common Stock, par value \$0.001 per share			06/01/20	18				М		104	A	\$22.	\$22.01		30,744	D		
Common Stock, par value \$0.001 per share			o6/01/20	18				М		104	A	\$19.	19.51		30,848	D		
Commor share	06/01/20	18	8			М		83	A	\$29.88		1	30,931	D				
Common Stock, par value \$0.001 per share				18	3			М		52	A	\$2	\$21 1		30,983	D		
Common Stock, par value \$0.001 per share 06/01/2018				18	;			М		41	A	\$21.	\$21.66		31,024	D		
Common Stock, par value \$0.001 per share 06/01/2018								s ⁽¹⁾ 968 D \$77.9			\$77.93	9376 ⁽²⁾ 130,056 D						
		Ta	able II - Deriva (e.g., p							posed of converti				/ned				
1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		vative urities uired or oosed O) tr. 3,	s		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership	
				Code	le V (A		(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares	1					
Stock Option (right to buy)	\$22.01	06/01/2018		М			104	05/12/201	15	05/12/2024	Common Stock	104	\$0.	.00	0	D		
Stock Option (right to	\$19.51	06/01/2018		M	\top		104	05/11/201	16	05/11/2025	Common Stock	104	\$0.	.00	1,250	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$29.88	06/01/2018		М			83	02/20/2016	02/20/2025	Common Stock	83	\$0.00	750	D	
Stock Option (right to buy)	\$21	06/01/2018		М			52	08/07/2015	08/07/2024	Common Stock	52	\$0.00	156	D	
Stock Option (right to buy)	\$21.66	06/01/2018		М			41	11/11/2015	11/11/2024	Common Stock	41	\$0.00	250	D	

Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 14, 2018.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.80 to \$78.0281, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the above range.

<u>/s/ Guy Melamed</u> <u>06/04/2018</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.