

VARONIS SYSTEMS INC  
Form 8-A12B  
February 25, 2014

As filed with the Securities and Exchange Commission on February 25, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Varonis Systems, Inc.**

**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State of incorporation or organization)**

**1250 Broadway, 31st Floor**

**New York, NY 10001**

**57-1222280**  
**(I.R.S. Employer Identification No.)**

(Address of principal executive offices and zip code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b> <b>Common Stock, \$0.001 par value per share</b>	<b>Each Class is to be Registered</b> <b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

**Securities Act registration statement file number to which this form relates: 333-191840**

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common stock, \$0.001 par value per share, of Varonis Systems, Inc. (the Registrant) is set forth under the heading "Description of Capital Stock" in the prospectus forming part of the Registrant's Registration Statement on Form S-1 (File No. 333-191840), as amended from time to time, filed with the Securities and Exchange Commission, which information is incorporated by reference herein. The final prospectus will be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and, upon filing, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

VARONIS SYSTEMS, INC.

Date: February 25, 2014

By: /s/ Yakov Faitelson

Name: Yakov Faitelson

Title: Chief Executive Officer and President