

Mirchandani Sanjay
Form 4
February 05, 2019

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mirchandani Sanjay

2. Issuer Name and Ticker or Trading Symbol
COMMVAULT SYSTEMS INC
[CVLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 COMMVAULT WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

TINTON FALLS, NJ 07724

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	02/04/2019	02/04/2019	A	61,956	A <u>(2)</u> 61,956	D	
Common Stock ⁽³⁾	02/04/2019	02/04/2019	A	46,467	A <u>(2)</u> 108,423	D	
Common Stock ⁽⁴⁾	02/04/2019	02/04/2019	A	46,467	A <u>(2)</u> 154,890	D	

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

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mirchandani Sanjay 1 COMMVault Way Tinton Falls, NJ 07724	X		President & CEO	

Signatures

Warren H. Mondschein,
Attorney-in-Fact

02/05/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The common stock is being granted as restricted stock units and is subject to a 2-year vesting schedule, as follows: 50% on the first anniversary of the grant, with the remaining portion vesting in equal quarterly installments thereafter.
- (2) Not applicable.
- (3) The common stock is being granted as restricted stock units and is subject to a 3-year vesting schedule, as follows: 1/3 on the first anniversary of the grant, with the remaining portion vesting in equal quarterly installments thereafter.
- (4) The common stock is being granted as performance based stock units and is subject to the following vesting schedule: 50% on the second anniversary of the grant and the remaining 50% vesting on the third anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.