Campbell Peter Andrew James

Form 4

February 07, 2019

# FORM 4

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

**OMB** 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Campbell Peter Andrew James

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Chief Financial Officer

Symbol

02/05/2019

(Last) (First) Mimecast Ltd [MIME]

(Check all applicable)

C/O MIMECAST NORTH

AMERICA, INC., 191 SPRING **STREET** 

(Street)

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

Director X\_ Officer (give title below)

10% Owner Other (specify

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

LEXINGTON, MA 02421

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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 Indirect Beneficial Ownership (Instr. 4)	
Ordinary Shares	02/05/2019		M	15,000	A	\$ 9.21	215,000	D	
Ordinary Shares	02/05/2019		S <u>(1)</u>	15,000	D	\$ 40.8681 (2)	200,000	D	
Ordinary Shares	02/05/2019		S <u>(1)</u>	30,000	D	\$ 42.0006 (3)	170,000	D	
Ordinary Shares	02/05/2019		S <u>(1)</u>	20,000	D	\$ 42 (4)	150,000	D	

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Ordinary Shares	4,571	I	By Spouse
Restricted Share Units (5)	8,000 <u>(6)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Option (Right to Buy)	\$ 9.21	02/05/2017		M	15,000	<u>(7)</u>	02/01/2026	Ordinary Shares	15,000

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Campbell Peter Andrew James C/O MIMECAST NORTH AMERICA, INC. 191 SPRING STREET LEXINGTON, MA 02421

Chief Financial Officer

# **Signatures**

/s/ Robert P. Nault, 02/07/2019 Attorney-in-Fact

\*\*Signature of Reporting Person Date

2 Reporting Owners

## **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.61 \$41.10, 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 \$42.03, 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 \$42.01, 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 range set forth in this footnote.
- (5) Each restricted share unit represents a contingent right to receive one share of the Issuer's ordinary shares.
- These restricted share units were granted on April 2, 2018. Twenty-five percent (25%) of the units vest on April 2, 2019 and the remainder of the units vest on an annual basis over the next three (3) years, provided that the Reporting Person remains an employee of the Issuer on such vesting date.
- Represents shares underlying unexercised share options that were granted on February 1, 2016. The terms of the original grant of 240,000 options provide that twenty-five percent (25%) of the shares vested on February 1, 2017 and the remainder of the shares vest on a quarterly basis over the next three (3) years, provided that the Reporting Person remains an employee of the Issuer on such vesting date

#### **Remarks:**

Exhibit 24 Power of Attorney (incorporated by reference to Power of Attorney filed as Exhibit 24 to Form 3 filed by the Repo. 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.