

COMMVAULT SYSTEMS INC

Form 3

September 21, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â HAMMER N ROBERT

(Last) (First) (Middle)

2 CRESCENT PLACE

(Street)

OCEANPORT,Â NJÂ 07757

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/21/2006

3. Issuer Name and Ticker or Trading Symbol

COMMVAULT SYSTEMS INC [CVLT]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chairman, President & CEO

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,499,577

D Â

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

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	6,666	\$ (1)	D	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	94,408	\$ (1)	I	By Winthrop Trust.
Stock Option (Right to Buy)	Â (2)	05/03/2011	Common Stock	600,000	\$ 6	D	Â
Stock Option (Right to Buy)	Â (3)	05/01/2013	Common Stock	175,000	\$ 4	D	Â
Stock Option (Right to Buy)	Â (3)	05/06/2014	Common Stock	400,000	\$ 6	D	Â
Stock Option (Right to Buy)	Â (3)	09/19/2015	Common Stock	350,000	\$ 4.7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMMER N ROBERT 2 CRESCENT PLACE OCEANPORT, NJ 07757	Â X	Â	Â Chairman, President & CEO	Â

Signatures

/s/ N. Robert
Hammer

09/21/2006

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 convertible preferred stock will be converted at the closing of the offering into the number of shares shown. Each share of preferred stock converts into two shares of common stock.
- (2) The options to purchase 600,000 shares have vested.
- (3) The stock options vest as follows: 25% of the options vest one year from the date of grant, with the remaining options vesting in equal monthly installments for three years thereafter.

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.