

Miller Ronald L
 Form 4
 July 27, 2018

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 *
 Miller Ronald L

2. Issuer Name and Ticker or Trading Symbol
 COMVAULT 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)
 07/25/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Worldwide Sales

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	07/25/2018	07/25/2018	M		44,762	A	\$ 26.83
Common Stock ⁽¹⁾	07/25/2018	07/25/2018	M		1,205	A	\$ 38.74
Common Stock ⁽¹⁾	07/25/2018	07/25/2018	S		43,392	D	\$ 65.52 ⁽²⁾
Common Stock ⁽¹⁾	07/25/2018	07/25/2018	S		2,575	D	\$ 66.07 ⁽³⁾
	07/26/2018	07/26/2018	M		10,795	A	106,698.968

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Common Stock ⁽¹⁾						\$ 38.74		
Common Stock ⁽¹⁾	07/26/2018	07/26/2018	M	44,759	A	\$ 41.55	151,457.968	D
Common Stock ⁽¹⁾	07/26/2018	07/26/2018	S	55,554	D	\$ <u>65.17</u> ⁽⁴⁾	95,903.968	D

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

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(9-02)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options to Purchase Common Stock ⁽¹⁾	\$ 26.83	07/25/2018	07/25/2018	M	44,762	<u>(5)</u> 10/14/2020	Common Stock	44,762
Options to Purchase Common Stock ⁽¹⁾	\$ 38.74	07/25/2018	07/25/2018	M	1,205	<u>(5)</u> 04/14/2021	Common Stock	1,205
Options to Purchase Common Stock ⁽¹⁾	\$ 38.74	07/26/2018	07/26/2018	M	10,795	<u>(5)</u> 04/14/2021	Common Stock	10,795
Options to Purchase Common Stock ⁽¹⁾	\$ 41.55	07/26/2018	07/26/2018	M	44,759	<u>(5)</u> 10/14/2021	Common Stock	44,759

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miiller Ronald L 1 COMMVault WAY TINTON FALLS, NJ 07724			SVP, Worldwide Sales	

Signatures

Warren H. Mondschein,
Attorney-in-Fact

07/27/2018

__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) All transactions shown on this form have taken place pursuant to a pre-arranged trading plan in compliance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$66.00 inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.02 to \$66.25 inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.85 inclusive.
- (5) The options to purchase common stock are subject to a 4-year vesting schedule, as follows: 25% on the first anniversary of the grant with the remaining options vesting in equal quarterly installments thereafter.

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

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