

Jennings Edward Vincent  
Form 4  
April 03, 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 \*  
Jennings Edward Vincent

(Last) (First) (Middle)

C/O MIMICAST NORTH AMERICA, INC., 191 SPRING STREET

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Mimecast Ltd [MIME]

3. Date of Earliest Transaction (Month/Day/Year)  
04/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Chief Operating Officer

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 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)
			Code	V	Amount or Price		
Ordinary Shares	04/02/2019		M		1,251 <sup>(1)</sup>	D	
Restricted Share Units	04/02/2019		F		\$ 999 <sup>(3)</sup> 49.62 <sup>(4)</sup>	D	
Restricted Share Units <sup>(2)</sup>	04/02/2019		M		1,251 <sup>(6)</sup> 6,750 <sup>(5)</sup>	D	
Restricted Share Units	04/01/2019		A		36,000 <sup>(7)</sup> \$ 0	D	



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- (3) The restricted share units reported as disposed of herein reflect the number of Ordinary Shares underlying the restricted share units that were retained (but not issued) by the Issuer in satisfaction of tax withholding obligations associated with the vesting of such units.
- (4) Price reflects the closing price of the Issuer's Ordinary Shares on the Nasdaq Global Select Market on April 2, 2019.
- (5) These restricted share units were granted on April 2, 2018. Twenty-five percent (25%) of the units vested 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.
- (6) The restricted share units reported as disposed of herein were settled for the Issuer's Ordinary Shares upon the vesting of such units.
- (7) These restricted share units were granted on April 1, 2019. Twenty-five percent (25%) of the units vest on April 1, 2020 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.
- (8) This option was granted on April 1, 2019. Twenty-five percent (25%) of the shares vest on April 1, 2020, 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 Reporter)

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.