

WALSH JOHN J JR

Form 4

April 03, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALSH JOHN J JR

(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
X Officer (give title below) ____ Other (specify below)
Sr. Vice President,Engineering

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	04/02/2019		M	582 ⁽¹⁾	A <u>(2)</u> 957	D	
Restricted Share Units <u>(2)</u>	04/02/2019		F	243 ⁽³⁾	D \$ 49.62 ⁽⁴⁾ 3,057 ⁽⁵⁾	D	
Restricted Share Units <u>(2)</u>	04/02/2019		M	582 ⁽⁶⁾	D <u>(2)</u> 2,475 ⁽⁵⁾	D	
Restricted Share Units	04/01/2019		A	11,000 ⁽⁷⁾	A \$ 0 11,000 ⁽⁷⁾	D	

(2)

Restricted
Share Units1,700 ⁽⁸⁾ D

(2)

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)	8. Amount or Number of Shares
Share Option (Right to Buy)	\$ 47.23	04/01/2019		A	22,000	⁽⁹⁾ 04/01/2029	Ordinary Shares	22,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALSH JOHN J JR
C/O MIMECAST NORTH AMERICA, INC.
191 SPRING STREET
LEXINGTON, MA 02421

Sr. Vice President, Engineering

Signatures

/s/ Robert P Nault,
Attorney-in-Fact

04/03/2019

**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).

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- (1) The number of Ordinary Shares reflects the settlement of restricted share units upon vesting, net of Ordinary Shares that were retained (but not issued) by the Issuer in satisfaction of tax withholding obligations associated with the vesting of such units.
- (2) Each restricted share unit represents a contingent right to receive one share of the Issuer's ordinary shares.
- (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.

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.
- (5) The restricted share units reported as disposed of herein were settled for the Issuer's Ordinary Shares upon the vesting of such units.

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.
- (6) These restricted share units were granted on June 1, 2018. Twenty-five percent (25%) of the units vest on June 1, 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.
- (7) 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.
- (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.
- (9) 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 Reporting Person)

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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