

NAULT ROBERT P
Form 4
April 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
NAULT ROBERT P

(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)
Sr. Vice President and GC

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares	04/02/2019		M	882 ⁽¹⁾	A	<u>(2)</u>	882	D
Restricted Share Units ⁽²⁾	04/02/2019		F	368 ⁽³⁾	D	<u>(4)</u>	\$ 49.62 4,632 ⁽⁵⁾	D
Restricted Share Units	04/02/2019		M	882 ⁽⁶⁾	D	<u>(2)</u>	3,750 ⁽⁵⁾	D
Restricted Share Units ⁽²⁾	04/01/2019		A	11,000 ⁽⁷⁾	A	\$ 0	11,000 ⁽⁷⁾	D

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

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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	<u>(8)</u> 04/01/2029	Ordinary Shares	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships
NAULT ROBERT P C/O MIMECAST NORTH AMERICA, INC. 191 SPRING STREET LEXINGTON, MA 02421	Director 10% Owner Officer Sr. Vice President and GC Other

Signatures

/s/ Robert P. 04/03/2019
Nault

**Signature of Date
Reporting Person

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 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.

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- (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
- (5) 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.
- These restricted share units were granted on April 1, 2019. Twenty-five percent (25%) of the units vest on April 1, 2020 and the
- (7) 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.
- 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
- (8) 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.

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.