

Bauer Peter
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 *
Bauer Peter

(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 Executive 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares | 04/02/2019 | | M | (A) or (D) V Amount Price 1,596 (1) A (2) | 46,596 | D | |
| Restricted Share Units (2) | 04/02/2019 | | F | \$ 49.62 (3) D (4) | 8,346 (5) | D | |
| Restricted Share Units (2) | 04/02/2019 | | M | 1,596 (6) D (2) | 6,750 (5) | D | |
| Restricted Share | 04/01/2019 | | A | 18,000 (7) A \$ 0 | 18,000 (7) | D | |

Units ⁽²⁾

| | | | |
|-----------------|-----------|---|---|
| Ordinary Shares | 2,227,500 | I | By Rock Trustees Limited ⁽⁸⁾ |
| Ordinary Shares | 1,799,376 | I | By Declaration of Trust of Peter Bauer ⁽⁹⁾ |

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. D S (I) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Share Option (Right to Buy) | \$ 47.23 | 04/01/2019 | | A | 36,000 | <u>(10)</u> 04/01/2029 | Ordinary Shares | 36,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bauer Peter C/O MIMICAST NORTH AMERICA, INC. 191 SPRING STREET LEXINGTON, MA 02421 | X | | Chief Executive Officer | |

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).
- (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.
- (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) These shares are held by Rock Trustees Limited as trustee of the Butterworth Trust (the "Butterworth Trust"), of which the Reporting Person is a beneficiary. As trustee of the Butterworth Trust, Rock Trustees Limited exercises dispositive power over the shares held therein. The Reporting Person disclaims Section 16 beneficial ownership of the shares held by the Butterworth Trust, except to the extent, if any, of his pecuniary interest therein.
- (9) These shares are held by the Declaration of Trust of Peter Bauer. The Reporting Person is a beneficiary, and the sole trustee of, the Declaration of Trust of Peter Bauer.
- (10) 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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