

Insight Holdings Group, LLC
 Form 4
 December 17, 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 *
 Insight Holdings Group, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2018

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10036

___ Form filed by One Reporting Person
 X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	12/13/2018		J ⁽¹⁾		475,528	D	Ⓣ	2,285,476	I	See footnote ⁽²⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		209,337	D	Ⓣ	1,006,116	I	See footnote ⁽³⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		30,078	D	Ⓣ	144,564	I	See footnote ⁽⁴⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		11,006	D	Ⓣ	52,900	I	See footnote ⁽⁵⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		524,051	D	Ⓣ	2,518,696	I	See footnote ⁽⁶⁾

Ordinary Shares	14,652	I	See footnote <u>(7)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Insight Holdings Group, LLC C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Partners VII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Partners (Cayman) VII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Partners (Delaware) VII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		

Insight Venture Partners VII (Co-Investors), L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036 X

Insight Venture Associates VII, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036 X

Insight Venture Associates VII, Ltd.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036 X

Insight Venture Partners Coinvestment Fund II, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036 X

Insight Venture Associates Coinvestment II, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036 X

Signatures

Insight Holdings Group, LLC, By: /s/ Blair Flicker,
Attorney-in-Fact

12/17/2018

__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) See Exhibit 99.1
- (2) See Exhibit 99.1
- (3) See Exhibit 99.1
- (4) See Exhibit 99.1
- (5) See Exhibit 99.1
- (6) See Exhibit 99.1
- (7) See Exhibit 99.1

Remarks:

Exhibit List

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Signatures

Exhibit 99.3 - Joint Filer Information

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.