Campbell Peter Andrew James Form 3 April 02, 2018

## FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Mimecast Ltd [MIME] A Campbell Peter Andrew James (Month/Day/Year) 04/01/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O MIMECAST NORTH (Check all applicable) AMERICA, INC., Â 191 SPRING STREET 10% Owner Director \_X\_\_ Officer (Street) Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Chief Financial Officer \_X\_ Form filed by One Reporting Person LEXINGTON. MAÂ 02421 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â **Ordinary Shares** 248,516 D **Ordinary Shares** 4.571 Ι By Spouse Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.}, puts, calls, warrants, options, convertible\ securities)$ 

1. Title of Derivative Security
2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

Expiration Date (Month/Day/Year)

Derivative Security

3. Title and Amount of 4.

Securities Underlying Conversion Ownership or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Share Option (Right to Buy)	(1)	08/05/2024	Ordinary Shares	47,333 (1)	\$ 6.48	D	Â
Share Option (Right to Buy)	(2)	02/01/2026	Ordinary Shares	165,000 (2)	\$ 9.21	D	Â
Share Option (Right to Buy)	(3)	02/01/2027	Ordinary Shares	100,000	\$ 21.83	D	Â

## **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Campbell Peter Andrew James C/O MIMECAST NORTH AMERICA, INC. 191 SPRING STREET LEXINGTON, MA 02421	Â	Â	Chief Financial Officer	Â			

## **Signatures**

/s/ Lauren Schwarzenholzer,
Attorney-in-Fact
04/02/2018

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares underlying fully vested and unexercised share options that were granted on August 6, 2014. The original grant was for 183,333 options.
- Represents shares underlying unexercised share options that were granted on February 1, 2016. The terms of the original grant of 240,000 options provide that twenty-five percent (25%) of the shares vested on February 1, 2017 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.
- The options were granted on February 1, 2017. Twenty-five percent (25%) of the shares vested on February 1, 2018, and the remainder of (3) 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.

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#### Remarks:

Exhibit 24 Power of Attorney (filed herewith)

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.

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