

BONNEY MARK J  
Form 4  
March 11, 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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BONNEY MARK J

(Last) (First) (Middle)

2711 N. HASKELL  
AVENUE, SUITE 2200

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ZIX CORP [ZIXI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2019

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)

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)
			Code	V	Amount (1) or (D) Price		
Deferred Stock Units	03/07/2019		A		9,231 (1)	A	\$ 0 24,876 D
Deferred Stock Units	03/07/2019		A		16,337 (2)	A	\$ 0 41,213 D

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  
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SEC 1474  
(9-02)

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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. Price of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price
Deferred Stock Units	(3)	02/26/2018		D		16,337		(2)	(2)	Common Stock	16,337	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONNEY MARK J 2711 N. HASKELL AVENUE SUITE 2200 DALLAS, TX 75204	X			

## Signatures

/s/ Noah F. Webster,  
Attorney-in-Fact

03/11/2019

\*\*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).

Grant under the 2018 Omnibus Incentive Plan (the "Plan"). The deferred stock units will vest pro-rata and quarterly over one year, and subject to acceleration under conditions described in the Plan. Delivery of the underlying shares in respect of vesting will occur pursuant to the underlying award agreement.

On the Form 4/A filed on August 23, 2018, the reporting person elected to report on Table II 16,337 Deferred Stock Units ("DSUs") granted under the Amended and Restated 2012 Incentive Plan. Pursuant to guidance from the Securities and Exchange Commission, the reporting person has now elected to report these DSUs on Table I instead of Table II since the DSUs may be settled solely by delivery of an equal number of shares of the issuer's common stock. Therefore, the reporting person has moved the reporting of these 16,337 DSUs from Table II to Table I.

(3) Each deferred stock unit represents a contingent right to receive one share of ZIXI common stock.

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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