

ZIX CORP
Form 4
February 22, 2016

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 *
English Michael W

(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)
02/18/2016

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)
CFO

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/18/2016		A		40,000 ⁽¹⁾ \$ 0	D	
Common Stock	02/19/2016		M		16,210 A <u>2</u>	D	
Common Stock	02/19/2016		F		5,293 D \$ 3.82	D	
Common Stock	02/20/2016		F		1,633 D \$ 3.53	D	
Common Stock	02/21/2016		F		3,414 D \$ 3.53	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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(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. Amount or Number of Shares
Restricted Stock Units	(2)	02/19/2016		M	16,210	(4) (4)	Common Stock	16,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
English Michael W 2711 N. HASKELL AVENUE SUITE 2200 DALLAS, TX 75204			CFO	

Signatures

/s/ Justin K. Ferguson,
Attorney-in-Fact
02/22/2016

__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 Amended and Restated 2012 Incentive Plan (as amended, the "Plan"). The restricted stock ("RS") grant consists of 50%
- (1) RS that will vest pro rata annually over 3 years and 50% that will vest up to 1/3 each year the company meets approved performance goals in 2016-2018, subject to acceleration under conditions described in the Plan.
 - (2) Each restricted stock unit ("RSU") converts into a share of common stock on a one-for-one basis.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.53 to \$4.28, inclusive. The reporting person undertakes to provide to Zix Corporation, any security holder of Zix Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

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such range.

- Granted under the Plan on February 19, 2015. The 60,000 RSU grant consists of 50% RSUs that will vest pro rata over 3 years and 50% (4) that will vest up to 1/3 each year the Company meets approved performance goals in 2015-2017, subject to acceleration under conditions described in the Plan.

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.