

Campbell Peter Andrew James
 Form 4
 December 04, 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 *
 Campbell Peter Andrew James

(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)
 11/30/2018

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 Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Ordinary Shares | 11/30/2018 | | M | A | \$ 800 9.21 | D | |
| Ordinary Shares | 11/30/2018 | | S ⁽¹⁾ | D | \$ 800 38 | D | |
| Ordinary Shares | 12/03/2018 | | M | A | \$ 244 9.21 | D | |
| Ordinary Shares | 12/03/2018 | | S ⁽¹⁾ | D | \$ 244 38 | D | |
| Ordinary Shares | | | | | 4,571 | I | By Spouse |

Restricted
Share Units 8,000 ⁽³⁾ D
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Deriv Secur (Instr. | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V (A) (D) | | | |
| Share Option (Right to Buy) | \$ 9.21 | 11/30/2018 | | M | 800 | <u>(4)</u> 02/01/2026 | Ordinary Shares | 800 | \$ | |
| Share Option (Right to Buy) | \$ 9.21 | 12/03/2018 | | M | 244 | <u>(4)</u> 02/01/2026 | Ordinary Shares | 244 | \$ | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Campbell Peter Andrew James
C/O MIMICAST NORTH AMERICA, INC.
191 SPRING STREET
LEXINGTON, MA 02421

Chief Financial Officer

Signatures

/s/ Robert P. Nault,
Attorney-in-Fact

12/04/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2017.
- (2) Each restricted share unit represents a contingent right to receive one share of the Issuer's ordinary shares.
These restricted share units were granted on April 2, 2018. Twenty-five percent (25%) of the units vest on April 2, 2019 and the
- (3) 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.
Represents shares underlying unexercised share options that were granted on February 1, 2016. The terms of the original grant of
- (4) 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

Remarks:

Exhibit 24 Power of Attorney (incorporated by reference to Power of Attorney filed as Exhibit 24 to Form 3 filed by the Reporter)

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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