### Edgar Filing: Anderson Karen M. - Form 4

Anderson Kar Form 4											
February 04, 1	Л									PPROVAL	
	UNITEDS	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	er <b>STATEM</b>									Expires:January 31, 2005Estimated average burden hours per response0.5	
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a	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 R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Anderson Karen M.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Mimecast Ltd [MIME]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	(iddle) 3.	3. Date of Earliest Transaction				(Chec	(Check an applicable)			
C/O MIMECAST NORTH AMERICA, INC., 191 SPRING STREET			(Month/Day/Year) 02/01/2019					Director 10% Owner X Officer (give title Other (specify below) Chief Human Resources Officer			
(Street) 4. If Amen Filed(Month				dment, Da	te Original			6. Individual or Joint/Group Filing(Check			
				h/Day/Year	)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		Zip)						Person			
							-	uired, Disposed of		•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Restricted Share Units	02/01/2019			А	25,000 (2)	А	\$0	25,000 <u>(2)</u>	D		

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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Option (Right to Buy)	\$ 40	02/01/2019		A	125,000		<u>(3)</u>	02/01/2029	Ordinary Shares	125,000	
Reporting Owners											
R	<b>Reporting Owner Name / Address</b> Director			<b>Relationships</b>					Other		
Anderson Karen M. C/O MIMECAST NORTH AMERICA, INC.			Chief Human Resources Officer					Other			

191 SPRING STREET LEXINGTON, MA 02421

# Signatures

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

02/04/2019

\*\*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).
- (1) 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 February 1, 2019. Twenty-five percent (25%) of the units vest on February 1, 2020 and the 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.

This option was granted on February 1, 2019. Twenty-five percent (25%) of the shares vest on February 1, 2020, 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.

#### **Remarks:**

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

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.