

Campbell Peter Andrew James  
 Form 4  
 December 04, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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	220,800	D
Ordinary Shares	11/30/2018		S <sup>(1)</sup>	D	\$ 38	220,000	D
Ordinary Shares	12/03/2018		M	A	\$ 9.21	220,244	D
Ordinary Shares	12/03/2018		S <sup>(1)</sup>	D	\$ 38	220,000	D
Ordinary Shares						4,571	I By Spouse

Restricted  
Share Units 8,000 <sup>(3)</sup> 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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