

CAROLAN BRIAN
Form 4
July 19, 2017

FORM 4

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

OMB APPROVAL

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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 *
CAROLAN BRIAN

2. Issuer Name and Ticker or Trading Symbol
COMVAULT SYSTEMS INC
[CVLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 COMMVAULT WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/17/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Finance and CFO

TINTON FALLS, NJ 07724

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) Code V | Amount | Price | | |
| Common Stock <u>(1)</u> | 07/17/2017 | 07/17/2017 | M | 4,000 | A | \$ 11.12 | 79,792.7083 | D |
| Common Stock <u>(1)</u> | 07/17/2017 | 07/17/2017 | S | 4,000 | D | \$ 59.9 | 75,792.7083 | D |
| Common Stock <u>(2)</u> | 07/17/2017 | 07/17/2017 | F | 930 | D | \$ 58.1 <u>(3)</u> | 74,862.7083 | D |
| Common Stock <u>(2)</u> | 07/18/2017 | 07/18/2017 | F | 392 | D | \$ 59.1 <u>(3)</u> | 74,470.7083 | D |

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. |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| Options to Purchase Common Stock ⁽¹⁾ | \$ 11.12 | 07/17/2017 | 07/17/2017 | M | 4,000 | ⁽⁴⁾ 12/12/2018 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAROLAN BRIAN 1 COMMVault WAY TINTON FALLS, NJ 07724 | | | VP Finance and CFO | |

Signatures

Warren H. Mondschein,
Attorney-in-Fact

07/19/2017

__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) This transaction has taken place pursuant to a pre-arranged trading plan in compliance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
- (2) This sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting of restricted stock units.
- (3) Represents average sale price.
- (4)

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The options to purchase common stock are subject to a 4-year vesting schedule, as follows: 25% on the first anniversary of the grant with the remaining options vesting in equal quarterly installments thereafter.

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.