

Bauer Peter
Form 3
April 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Bauer Peter</p> <p>(Last) (First) (Middle)</p> <p>C/O MIMICAST NORTH AMERICA, INC.,Â 191 SPRING STREET</p> <p>(Street)</p> <p>LEXINGTON,Â MAÂ 02421</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/01/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Mimecast Ltd [MIME]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	45,000	D	Â
Ordinary Shares	2,026,876	I	By Declaration of Trust of Peter Bauer <u>(1)</u>
Ordinary Shares	2,317,500	I	By Rock Trustees Limited <u>(2)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Share Option (Right to Buy)	Â (3)	02/01/2026	Ordinary Shares	150,000	\$ 9.21	D	Â
Share Option (Right to Buy)	Â (4)	02/01/2017	Ordinary Shares	75,000	\$ 21.83	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bauer Peter C/O MIMICAST NORTH AMERICA, INC. 191 SPRING STREET LEXINGTON, MA 02421	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Lauren Schwarzenholzer,
Attorney-in-Fact

04/02/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are held by the Declaration of Trust of Peter Bauer. The Reporting Person is a beneficiary, and the sole trustee of, the Declaration of Trust of Peter Bauer.

(2) These shares are held by Rock Trustees Limited as trustees of the Butterworth Trust (the "Butterworth Trust"), of which the Reporting Person is a beneficiary. As trustee of the Butterworth Trust, Rock Trustees Limited exercises dispositive power over the shares held therein. The Reporting Person disclaims Section 16 beneficial ownership of the shares held by the Butterworth Trust, except to the extent, if any, of his pecuniary interest therein.

(3) The options were granted on February 1, 2016. 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.

(4) The options were granted on February 1, 2017. Twenty-five percent (25%) of the shares vested on February 1, 2018 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.

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Remarks:

Exhibit 24 Power of Attorney (filed herewith)

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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