

Schwartz Hagi
Form 4
October 24, 2018

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 *
Schwartz Hagi

(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)
10/23/2018

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Ordinary Shares	10/23/2018		S(1)(2)		278	D	\$ 35.486 (3)
Ordinary Shares					25,225	I	
Restricted Share Units (5)					710 (6)	D	

By
Schwartz
Family
Trust (4)

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These shares were sold by the Reporting Person to satisfy personal tax withholding requirements associated with the vesting of restricted share units.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.45 - \$35.54, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) These shares are held by the Schwartz Family Trust (the "Trust"). The Reporting Person is a beneficiary of the shares held by the Trust and is the sole Trustee of the Trust.
- (5) Each restricted share unit represents a contingent right to receive one share of the Issuer's ordinary shares.
- (6) Represents shares underlying unvested restricted share units that were granted on November 19, 2015. The terms of the original grant of 25,000 restricted share units provide that the units vest monthly, over a three year period, in substantially equal amounts, provided that the Reporting Person remains a director of the Issuer on such vesting date.
- (7) These restricted share units were granted on October 4, 2018, and vest in full on the one year anniversary of the date of grant, provided that the Reporting Person remains a director 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 Reporting Person)

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.