

Jennings Edward Vincent  
 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)

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

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|                             |       |            |                 | Shares         |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|-----------------|----------------|----------|----------------------------------|---|
| Share Option (Right to Buy) | Â (1) | 07/31/2025 | Ordinary Shares | 423,058<br>(1) | \$ 9.78  | D                                | Â |
| Share Option (Right to Buy) | Â (2) | 02/01/2026 | Ordinary Shares | 40,000         | \$ 9.21  | D                                | Â |
| Share Option (Right to Buy) | Â (3) | 02/01/2027 | Ordinary Shares | 50,000         | \$ 21.83 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Jennings Edward Vincent<br>C/O MIMICAST NORTH AMERICA, INC.<br>191 SPRING STREET<br>LEXINGTON, MA 02421 | Â             | Â         | Â Chief Operating 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) Represents shares underlying unexercised share options that were granted on August 1, 2015. The terms of the original grant of 708,088 options provide that twenty-five percent (25%) of the shares vested on August 1, 2016 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.

(2) 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.

(3) 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.

Â

### 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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