

CAROLAN BRIAN  
Form 4  
October 19, 2017

**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 \*  
CAROLAN BRIAN

2. Issuer Name and Ticker or Trading Symbol  
COMMVAULT 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)  
10/16/2016

\_\_\_\_ 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock <u>(1)</u>	10/16/2016	10/16/2016	A		6,468	A	\$ 0	99,580.7083	D
Common Stock <u>(1)</u>	05/13/2017	05/13/2017	A		6,907	A	\$ 0	89,142.7083	D
Common Stock <u>(2)</u>	05/23/2017	05/23/2017	A		14,834	A	<u>(3)</u>	97,775.7083	D
Common Stock <u>(1)</u>	08/13/2017	08/13/2017	A		951	A	\$ 0	97,404.7083	D
Common Stock <u>(1)</u>	10/15/2017	10/15/2017	A		6,336	A	\$ 0	93,447.7436	D

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Common Stock <sup>(4)</sup>	10/17/2017	10/17/2017	F	7,473	D	\$ 59.23 <u>(5)</u>	85,974.7436	D
Common Stock <sup>(4)</sup>	10/18/2017	10/18/2017	F	961	D	\$ 59.34 <u>(5)</u>	85,013.7436	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## 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	10/19/2017
**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).

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- (1) These shares represent vesting of previously granted performance share units.
- (2) The common stock is being granted as restricted stock units and is subject to a 3-year vesting schedule, as follows: 1/3 on the first anniversary of the grant with the remaining portion vesting in equal quarterly installments thereafter.
- (3) Not applicable.
- (4) This sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting of restricted stock units.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.20 to \$60 inclusive.

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.