

Minahan Timothy A.
Form 4
April 10, 2019

FORM 4

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

OMB APPROVAL

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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 *
Minahan Timothy A.

2. Issuer Name and Ticker or Trading Symbol
CITRIX SYSTEMS INC [CTXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CITRIX SYSTEMS, INC., 851 WEST CYPRESS CREEK ROAD

3. Date of Earliest Transaction (Month/Day/Year)
04/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Business Strategy & CMO

(Street)

FORT LAUDERDALE, FL 33309

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/08/2019 | | M | | 22,974 (1) \$ 100.93 | A | 77,006.529 D |
| Common Stock | 04/08/2019 | | F | | 10,362 (2) \$ 100.93 | D | 66,644.529 D |

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

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SEC 1474 (9-02)

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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. P... Der... Sec... (Ins...) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 0 | 04/08/2019 | | M | 22,974 | (3) | (3) | Common Stock | 22,974 (4) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Minahan Timothy A. C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309 | | | EVP Business Strategy & CMO | |

Signatures

/s/ Antonio G. Gomes, Attorney-in-Fact for Timothy A. Minahan 04/10/2019

__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) These shares of common stock were issued pursuant to an award of performance-based restricted stock units granted March 30, 2016, which vested based upon satisfaction of certain performance criteria for the three-year performance period ended March 30, 2019.
- (2) Represents shares withheld to satisfy the tax obligations associated with the vesting of performance-based restricted stock units.
- (3) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The performance-based units vested based on the Issuer's total shareholder return, determined at the three-year period ended on March 30, 2019.
- (4) As a result of the Company's satisfaction of certain performance criteria for the three-year performance period ended March 30, 2019, the reporting person vested in 150.50% of the original grant of 12,500 performance-based restricted stock units granted on March 30, 2016, as adjusted for dividends paid on the Issuer's common stock since that date.
- (5) The number of performance-based restricted stock units reflects the addition of 2,659 performance-based restricted stock units to the reporting person's initial grant as an adjustment in order to preserve the intrinsic value of the performance-based restricted stock units following the Issuer's separation of its GoTo business, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

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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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