

Murray Neil
Form 4
April 23, 2019

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 *
Murray Neil

(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)
04/22/2019

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 Ownership (Instr. 4)
Ordinary Shares	04/22/2019		S ⁽¹⁾	22,920	D 47.9057 <u>(2)</u>	2,284,147	D
Ordinary Shares	04/22/2019		S ⁽¹⁾	2,080	D 48.2902 <u>(3)</u>	2,282,067	D
Restricted Share Units ⁽⁴⁾					0 ⁽⁵⁾		D

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

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within the range set forth in this footnote.

- (4) Each restricted share unit represents a contingent right to receive one share of the Issuer's ordinary shares.
- (5) In connection with the Reporting Person's termination of employment with the Issuer on April 5, 2019, 2,250 outstanding restricted share units that were granted on April 2, 2018 were forfeited by the Reporting Person.

Remarks:

Exhibit 24 Power of Attorney (incorporated by reference to Power of Attorney filed as Exhibit 24 to Form 3 filed by the Repor

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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