

CAROLAN BRIAN  
Form 4  
July 19, 2017

**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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
07/17/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Finance and CFO

1 COMMVAULT WAY

(Street)

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

TINTON FALLS, NJ 07724

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	07/17/2017	07/17/2017	M	4,000	\$ 11.12	79,792.7083	D
Common Stock <u>(1)</u>	07/17/2017	07/17/2017	S	4,000	\$ 59.9	75,792.7083	D
Common Stock <u>(2)</u>	07/17/2017	07/17/2017	F	930	\$ 58.1 <u>(3)</u>	74,862.7083	D
Common Stock <u>(2)</u>	07/18/2017	07/18/2017	F	392	\$ 59.1 <u>(3)</u>	74,470.7083	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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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. Amount or Number of Shares. Row 1: Options to Purchase Common Stock (1), \$ 11.12, 07/17/2017, 07/17/2017, M, 4,000, (4), 12/12/2018, Common Stock, 4,000.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: CAROLAN BRIAN, 1 COMMVAULT WAY, TINTON FALLS, NJ 07724; Relationships: Director, 10% Owner, Officer, VP Finance and CFO, Other.

Signatures

Warren H. Mondschein, Attorney-in-Fact, 07/19/2017. \*\*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).
(1) This transaction has taken place pursuant to a pre-arranged trading plan in compliance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
(2) This sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting of restricted stock units.
(3) Represents average sale price.
(4)

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The options to purchase common stock are subject to a 4-year vesting schedule, as follows: 25% on the first anniversary of the grant with the remaining options vesting in equal quarterly installments thereafter.

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.