

COMMVAULT SYSTEMS INC

Form 3

September 21, 2006

**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 \*

Â HAMMER N ROBERT

(Last) (First) (Middle)

2 CRESCENT PLACE

(Street)

OCEANPORT,Â NJÂ 07757

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/21/2006

3. Issuer Name and Ticker or Trading Symbol

COMMVAULT SYSTEMS INC [CVLT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chairman, President &amp; CEO

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

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

2,499,577

D Â

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 (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		(I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	6,666	\$ (1)	D	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	94,408	\$ (1)	I	By Winthrop Trust.
Stock Option (Right to Buy)	Â (2)	05/03/2011	Common Stock	600,000	\$ 6	D	Â
Stock Option (Right to Buy)	Â (3)	05/01/2013	Common Stock	175,000	\$ 4	D	Â
Stock Option (Right to Buy)	Â (3)	05/06/2014	Common Stock	400,000	\$ 6	D	Â
Stock Option (Right to Buy)	Â (3)	09/19/2015	Common Stock	350,000	\$ 4.7	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMMER N ROBERT 2 CRESCENT PLACE OCEANPORT,Â NJÂ 07757	Â X	Â	Â Chairman, President & CEO	Â

## Signatures

/s/ N. Robert  
Hammer

09/21/2006

\_\_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) The convertible preferred stock will be converted at the closing of the offering into the number of shares shown. Each share of preferred stock converts into two shares of common stock.
- (2) The options to purchase 600,000 shares have vested.
- (3) The stock options vest as follows: 25% of the options vest one year from the date of grant, with the remaining options vesting in equal monthly installments for three years 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.