

COMMVAULT SYSTEMS INC

Form 4

October 15, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
10/13/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP Finance and CFO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	10/13/2015	10/13/2015	F	365	D 35.68 (2)	48,436	D
Common Stock <u>(3)</u>	10/15/2015	10/15/2015	A	9,700	A (4)	58,136	D
Common Stock <u>(5)</u>	10/15/2015	10/15/2015	A	9,700	A (4)	67,836	D
Common Stock <u>(6)</u>	10/15/2015	10/15/2015	A	15,000	A (4)	82,836	D

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

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 10/15/2015

__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 sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting of restricted stock units.
- (2) Represents average sale price.
- (3) The common stock is being granted as restricted stock units and is subject to a 3-year vesting schedule, as follows: 1/3 on each anniversary of the grant based on the achievement of certain annual pre-determined performance metrics.
- (4) Not applicable.
- (5) The common stock is being granted as restricted stock units and are subject to a 3-year vesting schedule, as follows: 1/3 on the anniversary of the grant with the remaining portion vesting in equal quarterly installments thereafter.
- (6)

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The common stock is being granted as restricted stock units and are subject to a 2-year vesting schedule, as follows: 50% on the first anniversary of the grant and 50% vesting on the second anniversary.

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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