

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Mirchandani Sanjay</u> (Last) (First) (Middle) 1 COMVAULT WAY (Street) TINTON NJ 07724 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>COMVAULT SYSTEMS INC [CVLT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2024</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 ⁽¹⁾ | 05/20/2024 | | A | | 10,020 | A | \$0 | 532,332 | D | |
| Common Stock ⁽²⁾ | 05/20/2024 | | S | | 14,053 | D | \$110.64 | 518,279 | D | |
| Common Stock | 05/20/2024 | | S | | 1,942 | D | \$110.38 ⁽³⁾ | 516,337 | D | |
| Common Stock | 05/20/2024 | | S | | 1,954 | D | \$110.85 ⁽⁴⁾ | 514,383 | D | |
| Common Stock | 05/21/2024 | | S | | 1,067 | D | \$109.77 ⁽⁵⁾ | 513,316 | D | |
| Common Stock | 05/21/2024 | | S | | 2,138 | D | \$110.63 ⁽⁶⁾ | 511,178 | D | |
| Common Stock ⁽²⁾ | 05/21/2024 | | S | | 8,243 | D | \$110.39 | 502,935 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Represents additional shares issued in connection with the Company's total shareholder return for fiscal year 2024 satisfying specified benchmarks relative to the Russell 3000 index pursuant to the terms of an award granted on May 17, 2021.
- Represents shares automatically sold solely to satisfy tax withholding obligations of reporting person on vesting of restricted stock. Proceeds from the sale were submitted to the Internal Revenue Service.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.97 and \$110.67, inclusive. Full information regarding the number of shares sold at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.70 and \$111.28, inclusive. Full information regarding the number of shares sold at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.48 and \$109.99, inclusive. Full information regarding the number of shares sold at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.04 and \$111.01, inclusive. Full information regarding the number of shares sold at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

Remarks:

/s/ Danielle Abrahamsen, 05/22/2024
Attorney-in-Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.