

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

| OMB APPROVAL | |
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|---|--|--|
| 1. Name and Address of Reporting Person* <u>CAROLAN BRIAN</u> (Last) (First) (Middle) <u>1 COMMVAULT WAY</u> (Street) <u>TINTON NJ 07724</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>COMMVAULT SYSTEMS INC [CVLT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Finance and CFO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2016</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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⁾ | 10/16/2016 | 10/16/2016 | A | | 6,468 | A | \$0.00 | 99,580.7083 | D | |
| Common Stock ⁽¹⁾ | 05/13/2017 | 05/13/2017 | A | | 6,907 | A | \$0.00 | 89,142.7083 | D | |
| Common Stock ⁽²⁾ | 05/23/2017 | 05/23/2017 | A | | 14,834 | A | (3) | 97,775.7083 | D | |
| Common Stock ⁽¹⁾ | 08/13/2017 | 08/13/2017 | A | | 951 | A | \$0.00 | 97,404.7083 | D | |
| Common Stock ⁽¹⁾ | 10/15/2017 | 10/15/2017 | A | | 6,336 | A | \$0.00 | 93,447.7436 | D | |
| Common Stock ⁽⁴⁾ | 10/17/2017 | 10/17/2017 | F | | 7,473 | D | \$59.23 ⁽⁵⁾ | 85,974.7436 | D | |
| Common Stock ⁽⁴⁾ | 10/18/2017 | 10/18/2017 | F | | 961 | D | \$59.34 ⁽⁵⁾ | 85,013.7436 | 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:

- These shares represent vesting of previously granted performance share units.
- The common stock is being granted as restricted stock units and is subject to a 3-year vesting schedule, as follows: 1/3 on the first anniversary of the grant with the remaining portion vesting in equal quarterly installments thereafter.
- Not applicable.
- This sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting of restricted stock units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.20 to \$60 inclusive.

Remarks:

Warren H. Mondschein, 10/19/2017
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.