

OMB APPROVAL	
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**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>Whalen James J.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2021</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 <sup>(1)</sup>	05/17/2021	05/17/2021	A		3,762	A	\$0.00	28,284	D	
Common Stock <sup>(2)</sup>	05/17/2021	05/17/2021	A		1,881	A	\$0.00	30,165	D	
Common Stock <sup>(3)</sup>	05/17/2021	05/17/2021	A		1,881	A	\$0.00	32,046	D	
Common Stock <sup>(4)</sup>	05/18/2021	05/18/2021	F		357	D	\$67.4 <sup>(5)</sup>	31,689	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)		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)					

**Explanation of Responses:**

- 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.
- The common stock is being granted as performance share units (PSUs), 1/3 of which will vest, if at all, on each of the first, second and third anniversaries of the grant date of the award, if on such dates the Company's total shareholder return satisfies specified benchmarks relative to Russell 3000 index.
- The common stock is being granted as performance share units (PSUs), which will vest, if at all, over a three year period based on the Company's achievement of certain financial performance metrics tied to EBIT and revenue measures.
- 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 \$67.40 and 67.78 inclusive.

**Remarks:**

Warren H. Mondschein, 05/19/2021  
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.