

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COMMVAULT SYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

22-3447504
(I.R.S. Employer Identification No.)

1 Commvault Way, Tinton Falls, New Jersey 07724
(Address of Principal Executive Offices)

COMMVAULT SYSTEMS, INC. 2016 OMNIBUS INCENTIVE PLAN
(Full Title of the Plan)

Sanjay Mirchandani
President and Chief Executive Officer
Commvault Systems, Inc.
1 Commvault Way, Tinton Falls, New Jersey 07724
(732) 870-4000

(Name, Address and Phone Number of Agent For Service)

Copies to:

Raquel Fox
Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates
1440 New York Avenue, N.W.
Washington, D.C. 20005
(202) 371-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act .

EXPLANATORY NOTE

This Registration Statement (“Registration Statement”) is being filed by Commvault Systems, Inc. (the “Company”) for the purpose of registering an additional 3,200,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Shares”), issuable under the Commvault Systems, Inc. 2016 Omnibus Incentive Plan, as amended (the “Plan”). This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which registration statements on Form S-8 relating to the employee benefit plan set forth herein are effective.

At the Company’s 2023 Annual Meeting of Stockholders held on August 29, 2023, the Company’s stockholders approved and authorized an additional 3,200,000 shares of Common Shares for issuance under the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Company’s registration statements on Form S-8, File Nos. 333-213211, 333-221163, 333-228076, 333-234384, 333-249710, 333-260526 and 333-268097 (the “Prior Registration Statements”), are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. This Registration Statement covers 3,200,000 shares of the Company’s Common Shares which, together with the 11,050,000 Common Shares being carried forward from the Prior Registration Statements and upon which a fee has previously been paid, constitute the 14,250,000 shares of Common Shares registered for issuance under the Plan.

PART I

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). The documents containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428(b) under the Securities Act and are not being filed with the Securities and Exchange Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Commvault Systems, Inc., a Delaware corporation (the “Company” or the “Registrant”), with the Securities and Exchange Commission (the “Commission”) are incorporated by reference in this Registration Statement:

- (1) The Company’s Annual Report on [Form 10-K](#) for the year ended March 31, 2023;
- (2) The Company’s Quarterly Reports on Form 10-Q for the quarter ended [June 30, 2023](#) and for the quarter ended [September 30, 2023](#);
- (3) The Company’s Current Reports on Form 8-K filed on [June 9, 2023](#) and [August 31, 2023](#); and

- (4) The description of the Company’s securities, including its Common Shares, contained in [Exhibit 4.2](#) to the Company’s Annual Report on Form 10-K for the year ended March 31, 2023.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference herein. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Section 102(b)(7) of the Delaware General Corporation Law (“DGCL”), as amended, permits a corporation to eliminate or limit the personal liability of directors or officers of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer, except for liability of (i) a director or officer for any breach of the director’s or officer’s duty of loyalty to the corporation or its stockholders, (ii) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) a director for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL, (iv) a director or officer for any transaction from which the director or officer derived an improper personal benefit or (v) an officer in any action by or in the right of the corporation.

Section 145 of the DGCL provides, among other things, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, agent or employee of the corporation or is or was serving at the corporation’s request as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding. The power to indemnify applies (a) if such person is successful on the merits or otherwise in defense of any action, suit or proceeding or (b) if such person acted in good faith and in a manner he reasonably believed to be in the best interests, or not opposed to the best interests, of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The power to indemnify applies to actions brought by or in the right of the corporation as well, but only to the extent of expenses (including attorneys’ fees but excluding amounts paid in settlement) actually and reasonably incurred in the defense or settlement of such action and not to any satisfaction of judgment or settlement of the claim itself, and with the further limitation that in such actions no indemnification

shall be made in the event of any adjudication of negligence or misconduct in the performance of duties to the corporation, unless the court believes that in light of all the circumstances indemnification should apply.

Section 174 of the DGCL provides, among other things, that a director, who willfully or negligently approves of an unlawful payment of dividends or an unlawful stock purchase or redemption, shall be held liable for such actions. A director who was either absent when the unlawful actions were approved or dissented at the time, may avoid liability by causing his or her dissent to such actions to be entered on the books containing the minutes of the meetings of the board of directors at the time such actions occurred or immediately after such absent director receives notice of the unlawful acts.

The Company's certificate of incorporation (the "Certificate") and bylaws provide for indemnification of its directors and officers to the fullest extent permitted by the DGCL and require the Company to advance litigation expenses upon its receipt of an undertaking by or on behalf of a director or officer to repay such advances if it is ultimately determined that such director or officer is not entitled to indemnification. The indemnification provisions contained in the Company's bylaws are not exclusive of any other rights to which a person may be entitled by law, agreement, vote of stockholders or disinterested directors or otherwise. The Company has obtained directors' and officers' liability insurance.

In addition, the Company has entered into agreements to indemnify its directors and certain of its officers in addition to the indemnification provided for in the Certificate and bylaws. These agreements, among other things, indemnify the Company's directors and some of its officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in the Company's right, on account of services by that person as a director or officer of the Company or as a director or officer of any of the Company's subsidiaries, or as a director or officer of any other company or enterprise that the person provides services to at the Company's request.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of Commvault Systems, Inc. (Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019)
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Commvault Systems, Inc. (Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023)
4.3	Amended and Restated Bylaws of Commvault Systems, Inc. (Incorporated by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K filed on May 6, 2022)
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
10.1	The Commvault Systems, Inc. 2016 Omnibus Incentive Plan (As Amended Through the Sixth Amendment Thereof) (Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022)
23.1	Consent of Ernst & Young LLP
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (contained in Exhibit 5.1 to this Registration Statement)
24.1	Power of Attorney (included on signature page hereto)
107.1	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tinton Falls, State of New Jersey, on November 1, 2023.

COMMVault SYSTEMS, INC.

By: /s/ Sanjay Mirchandani

Sanjay Mirchandani

President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Sanjay Mirchandani, Gary Merrill, and Danielle Sheer in his or her attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on November 1, 2023.

Signature

Title

<u>/s/ SANJAY MIRCHANDANI</u> Sanjay Mirchandani	Director, President & Chief Executive Officer
<u>/s/ GARY MERRILL</u> Gary Merrill	Chief Financial Officer
<u>/s/ DANIELLE SHEER</u> Danielle Sheer	Chief Legal & Compliance Officer
<u>/s/ NICHOLAS ADAMO</u> Nicholas Adamo	Chairman
<u>/s/ MARTHA BEJAR</u> Martha Bejar	Director
<u>/s/ KEITH GEESLIN</u> Keith Geeslin	Director
<u>/s/ VIVIE LEE</u> Vivie Lee	Director
<u>/s/ CHARLES MORAN</u> Charles Moran	Director
<u>/s/ ALLISON PICKENS</u> Allison Pickens	Director
<u>/s/ SHANE SANDERS</u> Shane Sanders	Director
<u>/s/ ARLEN SHENKMAN</u> Arlen Shenkman	Director

CALCULATION OF FILING FEE TABLE

Form S-8
(Form type)

Commvault Systems, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Commvault Systems, Inc. 2016 Omnibus Incentive Plan (the "Plan") (Common Stock, \$0.01 par value per share (the "Common Stock"))	Rule 457(c) and 457(h)	3,200,000	\$64.06	\$204,992,000.00	.00014760	\$30,256.82
Total Offering Amounts					\$204,992,000.00		\$30,256.82
Total Fee Offsets							-
Net Fee Due							\$30,256.82

- (1) Represents the maximum number of shares of Common Stock issuable under the Plan as of November 1, 2023. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an additional indeterminate amount of shares to be offered or sold pursuant to the Plan and shares that may become issuable under the Plan by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant's outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and the low sales prices of the Common Stock on the Nasdaq Stock Market on October 27, 2023.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

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SEOUL
SHANGHAI
SINGAPORE
TOKYO
TORONTO

November 1, 2023

Commvault Systems, Inc.
1 Commvault Way
Tinton Falls, New Jersey 07724

Re: Commvault Systems, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Commvault Systems, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (together with the exhibits thereto, the "Registration Statement") to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act"). The Registration Statement relates to the registration of 3,200,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company available for future issuance under the 2016 Omnibus Incentive Plan, as amended (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations of the Commission promulgated under the Securities Act (the "Rules and Regulations").

In rendering the opinion stated herein, we have examined and relied upon the following:

(a) the Registration Statement in the form filed with the Commission on the date hereof;

(b) the Plan;

(c) an executed copy of a certificate of Danielle Sheer, Chief Legal and Compliance Officer of the Company, dated the date hereof (the "Secretary's Certificate");

(d) a copy of the Company's Amended and Restated Certificate of Incorporation, as amended and in effect as of the date hereof (the "Certificate of Incorporation"), certified by the Secretary of State of the State of Delaware, and certified pursuant to the Secretary's Certificate;

(e) a copy of the Company's Certificate of Amendment of Amended and Restated Certificate of Incorporation, as in effect as of the date hereof (the "Certificate of Amendment"), certified by the Secretary of State of the State of Delaware, and certified pursuant to the Secretary's Certificate;

(f) a copy of the Company's Amended and Restated Bylaws, as amended and in effect as of the date hereof (the "Bylaws"), and certified pursuant to the Secretary's Certificate; and

(g) a copy of certain resolutions of the Board of Directors of the Company relating to the approval of the Plan, the filing of the Registration Statement and certain related matters, and certified pursuant to the Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below, including the facts and conclusions set forth in the Secretary's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

In rendering the opinion set forth below, we have also assumed that (i) the Shares will be issued in book-entry form and an appropriate account statement evidencing the Shares credited to a recipient's account maintained with the Company's transfer agent and registrar will be issued by the Company's transfer agent and registrar, (ii) each award agreement under which options, stock appreciation rights, restricted stock, restricted stock units, stock bonuses, other stock-based awards and certain other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto, and (iii) the issuance of the Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not and will not make this assumption with respect to the Certificate of Incorporation, as amended by the Certificate of Amendment, and the Bylaws).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when the Shares are issued to the Plan participants in accordance with the terms and conditions of the Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/Skadden, Arps, Slate, Meagher & Flom LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Commvault Systems, Inc. 2016 Omnibus Incentive Plan of our reports dated May 5, 2023, with respect to the consolidated financial statements of Commvault Systems, Inc. and the effectiveness of internal control over financial reporting of Commvault Systems, Inc. included in its Annual Report (Form 10-K) for the year ended March 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Ernst & Young LLP

Iselin, New Jersey

November 1, 2023