

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>Mirchandani Sanjay</u>			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) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2024</u>					
1 COMVAULT WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)								
TINTON FALLS	NJ	07724						
(City)	(State)	(Zip)	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⁾	05/15/2024		A		45,558	A	\$0	474,135	D	
Common Stock ⁽²⁾	05/15/2024		A		34,168	A	\$0	508,303	D	
Common Stock ⁽³⁾	05/15/2024		A		34,168	A	\$0	542,471	D	
Common Stock ⁽⁴⁾	05/16/2024		A		12,969	A	\$0	555,440	D	
Common Stock ⁽⁵⁾	05/16/2024		S		15,975	D	\$110.2 ⁽⁶⁾	539,465	D	
Common Stock ⁽⁵⁾	05/17/2024		S		14,581	D	\$110.91	524,884	D	
Common Stock ⁽⁷⁾	05/17/2024		A		12,955	A	\$0	537,839	D	
Common Stock	05/17/2024		S		8,773	D	\$110.61 ⁽⁸⁾	529,066	D	
Common Stock	05/17/2024		S		6,754	D	\$111.04 ⁽⁹⁾	522,312	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)					

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, 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, over a three year period based on the Company's achievement of certain financial performance metrics tied to revenue measures.
- 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 15, 2023.
- 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 \$110.20 and \$110.42, 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.
- 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 16, 2022.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.94 and \$110.90, 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 \$110.91 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.

Remarks:

/s/ Danielle Abrahamsen,

05/17/2024

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.