

Mimecast Ltd  
Form S-8  
May 29, 2018

As filed with the Securities and Exchange Commission on May 29, 2018

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**MIMECAST LIMITED**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Bailiwick of Jersey**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**Peter Bauer**

**N/A**  
**(I.R.S. Employer**  
**Identification No.)**

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**Chief Executive Officer**

**CityPoint, One Ropemaker Street, Moorgate**

**London EC2Y 9AW**

**United Kingdom**

**(Address of Principal Executive Offices)**

**Mimecast Limited 2015 Share Option and Incentive Plan**

**(Full Title of the Plans)**

**Mimecast North America, Inc.**

**191 Spring Street**

**Lexington, MA 02421**

**Attention: Peter Campbell**

**(Name and Address of Agent For Service)**

**+1 781 996 5340**

**(Telephone Number, Including Area Code, of Agent For Service)**

*Copies to:*

**Mark J. Macenka**

**Robert P. Nault**

**Michael J. Minahan**

**Mimecast North America, Inc.**

**Goodwin Procter LLP**

**191 Spring Street**

**100 Northern Avenue**

**Lexington, MA 02421**

**Boston, MA 021210**

**(781) 996-5340**

**Tel: (617) 570-1000**

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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 Exchange Act (Check one).

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) 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.

**CALCULATION OF REGISTRATION FEE**

Name of Plan	Title of Securities to be Registered	Amount Registered (1)	Proposed	Proposed	Amount of Registration Fee
			Maximum Offering Price Per Share(3)	Maximum Aggregate Offering Price	
Mimecast Limited 2015 Share Option and Incentive Plan (unallocated ordinary shares reserved for issuance)	Ordinary Shares	2,890,583(2)	\$41.31	\$119,409,984	\$14,867
<b>TOTAL</b>		2,890,583		\$119,409,984	\$14,867

- (1) This Registration Statement on Form S-8 covers (i) ordinary shares, nominal value \$0.012 per share, of Mimecast Limited, issuable pursuant to the Mimecast Limited 2015 Share Option and Incentive Plan (the 2015 Plan ) and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended, (the Securities Act ), this registration statement shall be deemed to cover any additional securities that may from time to time be issuable under such plans resulting from forward or reverse share splits, share dividends, bonus share issuances or similar transactions.
- (2) Represents an automatic increase to the number of shares available for issuance under the 2015 Plan, effective January 1, 2018. Shares available for issuance under the Plan were previously registered on (i) a registration statement on Form S-8 filed with the Securities and Exchange Commission (the SEC ) on December 08, 2015 (Registration No. 333-208384), and (ii) a registration statement on Form S-8 filed with the SEC on May 26, 2017 (Registration No. 333-218286).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant s ordinary shares as reported on the Nasdaq Global Select Market on May 23, 2018.



**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (the "Registration Statement") registers additional ordinary shares of Mimecast Limited (the "Registrant") under the Mimecast Limited 2015 Share Option and Incentive Plan (the "2015 Plan"). The number of ordinary shares of the Registrant available for grant and issuance under the 2015 Plan is subject to an annual increase on the first day of each fiscal year starting on January 1, 2016, by an amount equal to five percent of the number of ordinary shares issued and outstanding on the immediately preceding December 31 or such lesser number as determined by the Registrant's Board of Directors. Accordingly, on January 1, 2018, the number of ordinary shares reserved and available for issuance under the 2015 Plan increased by 2,890,583 shares. This Registration Statement registers such additional shares of the Registrant's ordinary shares.

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**Part II****INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****Item 8. Exhibits.**

<b>Number</b>	<b>Description</b>	<b>Notes</b>
4.1	Articles of Association	<u>Incorporated by reference to Exhibit No. 3.2 to the registration statement on Form F-1 (File No. 333-207454)</u>
5.1	<u>Opinion of Mourant Ozannes, Jersey legal counsel of the Registrant</u>	Filed herewith
23.1	<u>Consent of Ernst &amp; Young LLP, independent registered public accounting firm</u>	Filed herewith
23.2	<u>Consent of Mourant Ozannes (included in Exhibit No. 5.1)</u>	
24.1	<u>Power of attorney (included on the signature pages of this registration statement)</u>	
99.1	Mimecast Limited 2015 Share Option and Incentive Plan	<u>Incorporated by reference to Exhibit No. 10.9 to the registration statement on Form F-1 (File No. 333-207454)</u>

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**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 London, United Kingdom, on May 29, 2018.

**MIMECAST LIMITED**

By: /s/ Peter Bauer  
 Name: Peter Bauer  
 Title: Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Mimecast Limited, hereby severally constitute and appoint Peter Bauer, Peter Campbell and Robert P. Nault, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as indicated below to enable Mimecast Limited to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Peter Bauer	Chief Executive Officer and Director	May 29, 2018
Peter Bauer	(Principal Executive Officer)	
/s/ Peter Campbell	Chief Financial Officer	May 29, 2018
Peter Campbell	(Principal Financial and Accounting Officer)	
/s/ Neil Murray	Director	May 29, 2018
Neil Murray		
/s/ Christopher FitzGerald	Director	May 29, 2018
Christopher FitzGerald		
/s/ Stephen M. Ward	Director	May 29, 2018

Stephen M. Ward

/s/ Jeffrey Lieberman

Director

May 29, 2018

Jeffrey Lieberman



/s/ Aron Ain

Director

May 29, 2018

Aron Ain

/s/ Hagi Schwartz

Director

May 29, 2018

Hagi Schwartz

**MIMECAST NORTH AMERICA, INC.**

Authorized U.S. Representative

By: /s/ Peter Campbell

Name: Peter Campbell

Title: Chief Financial Officer

Date: May 29, 2018