

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Insight Holdings Group, LLC</u> (Last) (First) (Middle) C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mimecast Ltd [MIME]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2018</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			
Ordinary Shares	12/13/2018		J ⁽¹⁾		475,528	D	(1)	2,285,476	I	See footnote ⁽²⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		209,337	D	(1)	1,006,116	I	See footnote ⁽³⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		30,078	D	(1)	144,564	I	See footnote ⁽⁴⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		11,006	D	(1)	52,900	I	See footnote ⁽⁵⁾
Ordinary Shares	12/13/2018		J ⁽¹⁾		524,051	D	(1)	2,518,696	I	See footnote ⁽⁶⁾
Ordinary Shares								14,652	I	See footnote ⁽⁷⁾

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					

1. Name and Address of Reporting Person*

[Insight Holdings Group, LLC](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners VII, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners \(Cayman\) VII, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

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1. Name and Address of Reporting Person*

[Insight Venture Partners \(Delaware\) VII, L.P.](#)

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1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners VII \(Co-Investors\), L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates VII, L.P.](#)

(Last) (First) (Middle)

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1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates VII, Ltd.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners Coinvestment Fund II, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates Coinvestment II, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1
2. See Exhibit 99.1
3. See Exhibit 99.1
4. See Exhibit 99.1
5. See Exhibit 99.1
6. See Exhibit 99.1
7. See Exhibit 99.1

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Signatures Exhibit 99.3 - Joint Filer Information

Insight Holdings Group, LLC,
By: /s/ Blair Flicker, Attorney- 12/17/2018
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.

EXPLANATION OF RESPONSES

- (1) On December 13, 2018, the Insight Funds (as defined below) distributed an aggregate of 1,250,000 ordinary shares of the Issuer *pro rata* to their partners in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreement of such entities (the “Initial Distribution”). In connection with the Initial Distribution, Insight Venture Associates VII, L.P. (“IVA VII”), the general partner of each of the Insight VII Funds (as defined below), acquired direct ownership of 148,237 ordinary shares (the “Insight VII Funds Distribution”) and Insight Venture Associates Coinvestment II, L.P. (“IVA Coinvestment II”), the general partner of IVP Coinvestment II (as defined below) acquired direct ownership of 5,233 ordinary shares (the “IVP Coinvestment II Distribution”). On December 13, 2018, IVA VII distributed 148,237 ordinary shares *pro rata* to its partners in accordance with their respective ownership interests as determined in accordance with the limited partnership agreement of IVA VII (the “IVA VII Distribution”) and, together with the Initial Distribution, the Insight VII Funds Distribution and the IVP Coinvestment II Distribution, the “Distribution”). The respective partners of the Insight Funds and IVA VII did not furnish any consideration in exchange for shares received in connection with the Distribution.
- (2) Held directly by Insight Venture Partners VII, L.P. (“IVP VII”).
- (3) Held directly by Insight Venture Partners (Cayman) VII, L.P. (“IVP Cayman VII”).
- (4) Held directly by Insight Venture Partners (Delaware) VII, L.P. (“IVP Delaware VII”).
- (5) Held directly by Insight Venture Partners VII (Co-Investors), L.P. (“IVP Co-Investors VII”) and, together with IVP VII, IVP Cayman VII and IVP Delaware VII, the “IVP VII Funds”).
- (6) Held directly by Insight Venture Partners Coinvestment Fund II, L.P. (“IVP Coinvestment II”) and, together with the IVP VII Funds, the “Insight Funds”).
- (7) Held directly by IVA Coinvestment II.

JOINT FILERS' SIGNATURES

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Attorney-in-Fact

Date: 12/17/18

INSIGHT VENTURE PARTNERS VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: 12/17/18

INSIGHT VENTURE PARTNERS (CAYMAN) VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: 12/17/18

INSIGHT VENTURE PARTNERS (DELAWARE) VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: 12/17/18

INSIGHT VENTURE PARTNERS VII (CO-INVESTORS), L.P.

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: 12/17/18

INSIGHT VENTURE ASSOCIATES VII, L.P.

By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: 12/17/18

INSIGHT VENTURE ASSOCIATES VII, LTD.

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: 12/17/18

INSIGHT VENTURE PARTNERS COINVESTMENT FUND II, L.P.

By: Insight Venture Associates Coinvestment II, L.P., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: 12/17/18

INSIGHT VENTURE ASSOCIATES COINVESTMENT II, L.P.

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Authorized Officer

Date: 12/17/18

JOINT FILER INFORMATION

2,285,476 ordinary shares are held of record by Insight Venture Partners VII, L.P. ("IVP VII"), 1,006,116 ordinary shares are held of record by Insight Venture Partners (Cayman) VII, L.P. ("IVP Cayman VII"), 144,564 ordinary shares are held of record by Insight Venture Partners (Delaware) VII, L.P. ("IVP Delaware VII"), and 52,900 ordinary shares are held of record by Insight Venture Partners VII (Co-Investors), L.P. ("IVP Co-Investors VII") and, together with IVP VII, IVP Cayman VII and IVP Delaware VII, the "IVP VII Funds"). 2,518,696 ordinary shares are held of record by Insight Venture Partners Coinvestment Fund II, L.P. ("IVP Coinvestment II") and, together with the IVP VII Funds, the "IVP Funds"). 0 ordinary shares are held of record by Insight Venture Associates VII, L.P. ("IVA VII"), and 14,652 ordinary shares are held of record by Insight Venture Associates Coinvestment II, L.P. ("IVA Coinvestment II").

The amount listed as owned by each IVP VII Fund may be deemed to be attributable to each of the other IVP VII Funds, IVA VII, Insight Venture Associates VII, Ltd. ("IVA VII Ltd") and Insight Holdings Group, LLC ("Holdings") because Holdings is the sole shareholder of IVA VII Ltd, which in turn is the general partner of IVA VII, which in turn is the general partner of each of the IVP VII Funds. Accordingly, the amount listed as owned by IVA VII may be deemed to be attributable to IVA VII Ltd and Holdings.

The amount listed as owned by IVP Coinvestment II may be deemed attributable to Holdings because Holdings is the sole shareholder of IVA Coinvestment II, which is the general partner of IVP Coinvestment II. Accordingly, the amount listed as owned by IVA Coinvestment II may be deemed attributable to Holdings.

Each of Jeffrey Horing, Deven Parekh, Peter Sobiloff, Michael Triplett and Jeffrey Lieberman is a member of the board of managers of Holdings and as such shares voting and dispositive power over the shares held of record by the IVP Funds, IVA VII and IVA Coinvestment II. The foregoing is not an admission by (i) IVA VII, IVA VII Ltd, IVA Coinvestment II or Holdings that it is the beneficial owner of the shares held of record by the IVP Funds, (ii) IVA VII Ltd or Holdings that it is the beneficial owner of the shares held of record by IVA VII or (iii) Holdings that it is the beneficial owner of the shares held of record by IVA Coinvestment II. Each of Messrs. Horing, Parekh, Sobiloff, Triplett and Lieberman disclaims beneficial ownership of the shares held by any of the IVP Funds, IVA VII or IVA Coinvestment II, except to the extent of his pecuniary interest therein.

The address of each of the entities and persons identified in this Exhibit 99.3 is c/o Insight Venture Partners, 1114 Avenue of the Americas, 36th Floor, New York, New York 10036.