

| 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>Merrill Gary</u> (Last) (First) (Middle) 1 COMMVAULT WAY (Street) TINTON FALLS NJ 07724 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>COMMVAULT SYSTEMS INC [CVLT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Chief - Business Operations |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/21/2021 | |
| 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 | 05/21/2021 | 05/21/2021 | S | | 3,176 | D | \$70.98 ⁽¹⁾ | 10,704 | D | |
| Common Stock | 05/25/2021 | 05/25/2021 | M | | 12,000 | A | \$56.57 | 22,704 | D | |
| Common Stock | 05/25/2021 | 05/25/2021 | M | | 2,000 | A | \$51.8 | 24,704 | D | |
| Common Stock | 05/25/2021 | 05/25/2021 | S | | 14,000 ⁽²⁾ | D | \$76.1 ⁽²⁾ | 10,704 | D | |
| Common Stock ⁽³⁾ | 05/25/2021 | 05/25/2021 | F | | 3,290 | D | \$72.25 | 7,414 | D | |
| Common Stock ⁽³⁾ | 05/25/2021 | 05/25/2021 | F | | 94 | D | \$73.98 ⁽⁴⁾ | 7,320 | 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) | Date Exercisable | Expiration Date | | | | | | Title |
| Options to Purchase Common Stock | \$56.57 | 05/25/2021 | 05/25/2021 | M | | | 12,000 | (5) | 10/12/2022 | Common Stock | 12,000 | \$56.57 | 4,270 | D | |
| Options to Purchase Common Stock | \$51.8 | 05/25/2021 | 05/25/2021 | M | | | 2,000 | (5) | 03/14/2022 | Common Stock | 2,000 | \$51.8 | 0 | D | |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.98 and 70.99 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.53 and 76.28 inclusive.
- This sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting of restricted and performance stock units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.92 and 74.05 inclusive.
- The options to purchase common stock are subject to a 4-year vesting schedule, as follows: 25% on the first anniversary of the grant with the remaining options vesting in equal quarterly installments thereafter.

Remarks:

Warren H. Mondschein,
Attorney-in-Fact

05/25/2021

** 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.