

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

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **September 24, 2024**



COMMVAULT SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-33026
(Commission
file number)

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

1 Commvault Way
Tinton Falls, New Jersey 07724
(Address of principal executive offices, including zip code)

(732) 870-4000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CVLT	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Section 7 – Regulation FD

Item 7.01 Regulation FD Disclosure

On September 24, 2024, Commvault Systems, Inc. issued a press release announcing an acquisition of Clumio for approximately \$47 million, subject to customary transaction adjustments.

The information in this current report on Form 8-K and the exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 24, 2024
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMMVault SYSTEMS, INC.

Dated: September 24, 2024

/s/ Danielle Sheer

Danielle Sheer
Chief Legal and Trust Officer

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Commvault Accelerates Cyber Resilience Capabilities for AWS with Acquisition of Clumio

Commvault provides cloud-first organizations with greater choice and flexibility to protect and recover data and cloud-native applications in a multi-cloud era

TINTON FALLS, NJ – September 24, 2024 – Commvault, a leading provider of cyber resilience and data protection solutions for the hybrid cloud, announced it will acquire Clumio, a technology leader in data protection for critical cloud data in AWS.

This transaction enables Commvault to leverage Clumio's AWS offerings to provide cyber resilience to next generation applications built on AWS. Clumio serves a wide range of customers including Atlassian, Cox Automotive, Duolingo, and LexisNexis.

More and more organizations are relying on Amazon S3 as their de facto storage offering, including for AI development in the cloud. Clumio has brought groundbreaking innovations to market in this area, including technologies that enable customers to have near-instant access to their Amazon S3 data during a time-critical recovery operation.

"In the event of an outage or cyberattack, rapidly getting back to business is paramount to our customers," said Commvault CEO Sanjay Mirchandani. "Combining Commvault's industry-leading cyber resilience capabilities with Clumio's exceptional talent, technology, and AWS expertise advances our recovery offerings, strengthens our platform, and reinforces our position as a leading SaaS provider for cyber resilience."

"At Clumio, our vision was to build a platform that could scale quickly to protect the world's largest and most complex data sets, including data lakes, warehouses, and other business-critical data," said Poojan Kumar, co-founder of Clumio. "Joining hands with Commvault allows us to get our cloud-native offerings to AWS customers on a global scale."

The asset acquisition is expected to close in early October 2024, and be immediately accretive to ARR and revenue, and accretive to free cash flow within the next three quarters. The purchase price is not material to Commvault and will be funded with cash on hand. Commvault reiterates the fiscal second quarter 2025 earnings guidance previously announced on July 30, 2024.

BofA Securities served as a financial advisor and Hogan Lovells LLP served as legal counsel to Commvault in connection with the transaction.

About Commvault

Commvault (NASDAQ: CVLT) is the gold standard in cyber resilience, helping more than 100,000 organizations keep data safe and businesses resilient and moving forward. Today, Commvault offers the only cyber resilience platform that combines the best data security and rapid recovery at enterprise scale across any workload, anywhere—at the lowest TCO.

About Clumio

Clumio helps organizations simplify data protection in AWS. Its secure air-gapped SaaS backup solution enables organizations to achieve ransomware protection, backup and restore data in minutes, and gain better visibility to optimize cloud storage costs.

Safe Harbor Statement

This press release contains forward-looking statements, including statements regarding the expected benefits of the acquisition and financial projections, which are subject to risks and uncertainties. For a discussion of these and other risks and uncertainties affecting Commvault's business, see "Item 1A. Risk Factors" in our annual report on Form 10-K and "Item 1A. Risk Factors" in our most recent quarterly report on Form 10-Q. Statements regarding Commvault's beliefs, plans, expectations or intentions regarding the future are forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from anticipated results. Commvault does not undertake to update its forward-looking statements.

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