

ZIX CORP

Form 4

February 22, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROBERTSON DAVE**

(Last) (First) (Middle)

2711 N. HASKELL  
AVENUE, SUITE 2200, LB 36

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ZIX CORP [ZIXI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/18/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/18/2017                              |                                                             | F                                       | V Amount (D) Price<br>2,177 D \$ 5.11                                      | 185,757                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/19/2017                              |                                                             | M                                       | 6,666 A 5.11                                                               | 192,423                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/19/2017                              |                                                             | F                                       | 2,177 D \$ 5.11                                                            | 190,246                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/20/2017                              |                                                             | F                                       | 2,942 D \$ 5.11                                                            | 187,304                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/21/2017                              |                                                             | F                                       | 4,022 D \$ 5.15                                                            | 183,282                                                                                                            | D                                                                    |                                                                   |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                            | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 02/19/2017                              |                                                             | M                                    | 6,666                                                                                                           | (2)                                                            | (2)                                                                 | Common<br>Stock                  | 6,666                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                |       |
|-----------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                   | Director      | 10% Owner | Officer        | Other |
| ROBERTSON DAVE<br>2711 N. HASKELL AVENUE<br>SUITE 2200, LB 36<br>DALLAS, TX 75204 |               |           | Vice President |       |

## Signatures

/s/ Justin K. Ferguson,  
Attorney-in-Fact  
02/22/2017

Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Each restricted stock unit ("RSU") converts into a share of common stock on a one-for-one basis.

Granted under the Amended and Restated 2012 Incentive Plan (as amended, the "Plan") on February 19, 2015. The 40,000 RSU grant  
(2) consists of 50% RSUs that will vest prorata over 3 years and 50% that will vest up to 1/3 each year the Company meets approved performance goals in 2015-2017, subject to acceleration under conditions described in the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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