

Mimecast Ltd
Form SC 13G/A
February 11, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Mimecast Limited
(Name of Issuer)

Ordinary Shares, \$0.012 par value
(Title of Class of Securities)

G14838109
(CUSIP Number)

December 31, 2018
Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|------------------------------|---|---|
| | | Name of Reporting Person: Abdiel Qualified Master Fund, LP |
| 1 | | I.R.S. Identification No. of above Person (entities only) (voluntary) |
| 2 | | Check the Appropriate Box if a Member of a Group |
| 3 | | (a) (b) SEC USE ONLY |
| 4 | | Citizenship or Place of Organization |
| | | Cayman Islands |
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY | 6 | 0 SHARED VOTING POWER 5,334,827 |
| EACH REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER 0 |
| WITH | 8 | SHARED DISPOSITIVE POWER 5,334,827 |

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
5,334,827

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
8.9% *

12 TYPE OF REPORTING
PERSON
PN

* Based on 60,063,419 Ordinary Shares outstanding as of October 31, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.

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| | | |
|------------------------------|---|---|
| | | Names of Reporting Person: Abdiel Capital, LP |
| 1 | | I.R.S. Identification No. of above Person (entities only) (voluntary) |
| 2 | | Check the Appropriate Box if a Member of a Group |
| 3 | | (a) (b) SEC USE ONLY |
| 4 | | Citizenship or Place of Organization |
| | | Delaware |
| NUMBER OF | 5 | SOLE VOTING POWER 0 |
| SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER 183,948 |
| EACH REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER 0 |
| WITH | 8 | SHARED DISPOSITIVE POWER 183,948 |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED 183,948 |

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
0.3% *

12 TYPE OF REPORTING
PERSON
PN

* Based on 60,063,419 Ordinary Shares outstanding as of October 31, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.

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| | |
|----|--|
| 1 | Names of Reporting Person: Abdiel Capital Management, LLC |
| 2 | I.R.S. Identification No. of above Person (entities only) (voluntary) |
| 3 | Check the Appropriate Box if a Member of a Group |
| 4 | (a) (b) SEC USE ONLY |
| 5 | Citizenship or Place of Organization |
| 6 | Delaware |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 8 | SOLE VOTING POWER 0 SHARED VOTING POWER 5,518,775* SOLE DISPOSITIVE POWER 0 5,518,775* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED 5,518,775* |
| 10 | |

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
9.2% **

12 TYPE OF REPORTING
PERSON
OO

* Consists of 5,334,827 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 183,948 shares of Common Stock held by Abdiel Capital, LP.

** Based on 60,063,419 Ordinary Shares outstanding as of October 31, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.

| | | |
|------------------------------|---|---|
| | | Names of Reporting Person: Abdiel Capital Advisors, LP |
| 1 | | I.R.S. Identification No. of above Person (entities only) (voluntary) |
| 2 | | Check the Appropriate Box if a Member of a Group |
| 3 | | (a) (b) SEC USE ONLY |
| 4 | | Citizenship or Place of Organization |
| | | Delaware |
| NUMBER OF | 5 | SOLE VOTING POWER 0 |
| SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER 5,518,775* |
| EACH REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER 0 |
| WITH | 8 | SHARED DISPOSITIVE POWER 5,518,775* |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED 5,518,775* |

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
9.2% **

12 TYPE OF REPORTING
PERSON
PN, IA

* Consists of 5,334,827 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 183,948 shares of Common Stock held by Abdiel Capital, LP.

** Based on 60,063,419 Ordinary Shares outstanding as of October 31, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018..

Names of
Reporting
Person:
Colin T.
Moran

1 I.R.S.
Identification
No. of above
Person
(entities only)
(voluntary)

2 Check the
Appropriate
Box if a
Member of a
Group

3 (a)
(b)
SEC USE
ONLY

4 Citizenship or
Place of
Organization

United States

| | | |
|-----------------------|---|--------------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 7 | 5,518,775* |
| WITH | 8 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | | SHARED DISPOSITIVE POWER |

9 5,518,775*
AGGREGATE AMOUNT
BENEFICIALLY OWNED

5,518,775*

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
9.2% **

12 TYPE OF REPORTING
PERSON
IN

* Consists of 5,334,827 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 183,948 shares of Common Stock held by Abdiel Capital, LP.

** Based on 60,063,419 Ordinary Shares outstanding as of October 31, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.

AMENDMENT NO. 3 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on February 25, 2016 , Amendment No. 1 thereto filed on January 24, 2017 and Amendment No. 2 thereto filed on January 31, 2018 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Item of the Schedule 13G is hereby amended and restated as follows:

Ownership:

(a) through (c):

The information requested herein is incorporated by reference to the cover pages to this Amendment No. 3 to Item Schedule 13G.

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Abdiel Capital Management, LLC and Abdiel Capital Advisors, LP serve as the general partner and the investment manager, respectively, of Abdiel Qualified Master Fund, LP and Abdiel Capital, LP. Colin T. Moran serves as managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which serves as the general partner of Abdiel Capital Advisors, LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2019

ABDIEL QUALIFIED MASTER FUND, LP

By: Abdiel Capital Management, LLC,
its General Partner

By: /s/ Colin T. Moran
Colin T. Moran, Managing Member

ABDIEL CAPITAL, LP

By: Abdiel Capital Management, LLC,
its General Partner

By: /s/ Colin T. Moran
Colin T. Moran, Managing Member

ABDIEL CAPITAL MANAGEMENT, LLC

By: /s/ Colin T. Moran
Colin T. Moran, Managing Member

ABDIEL CAPITAL ADVISORS, LP

By: Abdiel Capital Partners, LLC,
its General Partner

By: /s/ Colin T. Moran
Colin T. Moran, Managing Member

COLIN T. MORAN

By: /s/ Colin T. Moran
Colin T. Moran, Individually