

ZIX CORP

Form 4

February 22, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORGAN RUSSELL J**

(Last) (First) (Middle)

**2711 N. HASKELL  
AVENUE, SUITE 2200**

(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)  
**02/18/2016**

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 \_\_\_\_\_ Other (specify  
below) 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 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)
Common Stock	02/19/2016		M	8,105 A	\$ 12,245	D	
Common Stock	02/19/2016		F	4,015 D	\$ 3.82 (2)	D	
Common Stock	02/20/2016		M	3,750 A	\$ 11,980	D	
Common Stock	02/20/2016		F	1,858 D	\$ 3.53	D	
Common Stock	02/21/2016		M	8,750 A	\$ 18,872	D	

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Common Stock      02/21/2016      F      4,334      D      \$ 3.53      14,538      D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V      (A)      (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/18/2016		A	20,000	<u>(3)</u> <u>(3)</u>	Common Stock      20,000
Restricted Stock Units	<u>(1)</u>	02/19/2016		M	8,105	<u>(4)</u> <u>(4)</u>	Common Stock      8,105
Restricted Stock Units	<u>(1)</u>	02/20/2016		M	3,750	<u>(5)</u> <u>(5)</u>	Common Stock      3,750
Restricted Stock Units	<u>(1)</u>	02/21/2016		M	8,750	<u>(6)</u> <u>(6)</u>	Common Stock      8,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN RUSSELL J 2711 N. HASKELL AVENUE SUITE 2200 DALLAS, TX 75204			Vice President	

## Signatures

/s/ Justin K. Ferguson,  
Attorney-in-Fact

02/22/2016

\_\_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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.53 to \$4.28, inclusive. The reporting person undertakes to provide to Zix Corporation, any security holder of Zix Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (2) Grant under the Amended and Restated 2012 Incentive Plan (as amended, the "Plan"). The RSU grant consists of 50% RS that will vest pro rata annually over 3 years and 50% that will vest up to 1/3 each year the company meets approved performance goals in 2016-2018, subject to acceleration under conditions described in the Plan.
- (3) Granted under the Plan on February 19, 2015. The 30,000 RSU grant consists of 50% RSUs that will vest pro rata 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.
- (4) Granted under the Plan on February 20, 2014. The 15,000 RSU grant will vest pro rata over 4 years from grant date, subject to acceleration under conditions described in the Plan.
- (5) Granted under the Plan on February 21, 2013. The 35,000 RSU grant will vest pro rata over 4 years from grant date, subject to acceleration under conditions described in the Plan.
- (6)

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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