

ROBERTSON DAVE
Form 4/A
August 23, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
02/18/2018

4. If Amendment, Date Original Filed (Month/Day/Year)
02/22/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/18/2018		F	D	\$ 4.16	128,340	D
Common Stock	02/19/2018		M	A	4.16	135,007	D
Common Stock	02/19/2018		F	D	\$ 4.16	133,083	D
Common Stock	02/20/2018		F	D	\$ 4.1	132,271	D
Common Stock	02/20/2018		F	D	\$ 4.1	130,647	D

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Common Stock	02/20/2018	M	6,666	A	<u>(1)</u>	137,313	D
Common Stock	02/20/2018	F	<u>1,564</u> <u>(2)</u>	D	\$ 4.1	135,749	D
Common Stock	02/20/2018	F	2,345	D	\$ 4.1	133,404	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)	8. Price or Number of Shares (Instr. 3 and 4)
Restricted Stock Units	<u>(1)</u>	02/19/2018		M	6,667	<u>(2)</u> <u>(2)</u>	Common Stock	6,667
Restricted Stock Units	<u>(1)</u>	02/20/2018		M	6,666	<u>(2)</u> <u>(2)</u>	Common Stock	6,666

Reporting Owners

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

Signatures

/s/ Noah F. Webster,
Attorney-in-Fact

08/23/2018

__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.

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

(3) This Form 4/A amends the Form 4 filed by the Reporting Person on February 22, 2018. The amount of securities directly beneficially owned by the Reporting Person has been historically reported incorrectly and the resulting amount of derivative securities beneficially owned following each of the transactions set for in Table II should have been reported as set forth in column 9 of Table II of this Form 4/A.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.