

ZIX CORP  
Form 4  
May 14, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Brashear James F

(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)  
05/13/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 05/13/2015                           |  | M                              |   | 30,000  | A  | \$ 3.86                           |
| Common Stock                    | 05/13/2015                           |  | S                              |   | 30,000  | D  | \$ 4.69<br><u>(1)</u>             |
| Common Stock                    | 05/13/2015                           |  | M                              |   | 5,001   | A  | \$ 2.93                           |
| Common Stock                    | 05/13/2015                           |  | S                              |   | 5,001   | D  | \$ 4.69<br><u>(1)</u>             |
|                                 | 05/13/2015                           |  | M                              |   | 3,375   | A  | 57,375                            |

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|              |            |  |   |       |      |     |      |        |   |
|--------------|------------|--|---|-------|------|-----|------|--------|---|
| Common Stock |            |  |   |       | \$   |     |      |        |   |
|              |            |  |   |       | 2.49 |     |      |        |   |
| Common Stock | 05/13/2015 |  | S | 3,375 | D    | \$  | 4.69 | 54,000 | D |
|              |            |  |   |       |      | (1) |      |        |   |

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 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) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Common Stock Options                       | \$ 3.86  | 05/13/2015                           |  | M                              | 30,000  | (2)  | 07/27/2021  | Common Stock               | 30,000 |
| Common Stock Options                       | \$ 2.93  | 05/13/2015                           |  | M                              | 5,001   | (3)  | 03/07/2022  | Common Stock               | 5,001  |
| Common Stock Options                       | \$ 2.49  | 05/13/2015                           |  | M                              | 3,375   | (4)  | 07/25/2022  | Common Stock               | 3,375  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Brashear James F<br>2711 N. HASKELL AVENUE<br>SUITE 2200<br>DALLAS, TX 75204 |               |           | VP, General Counsel |       |

## Signatures

/s/ James F.  
Brashear

05/14/2015

    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).

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.66 to \$4.75, 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 purchased at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (1) Grant of 30,000 options on July 28, 2011 vested pro-rata and quarterly over three years.
  - (2) Grant of 20,000 options on March 8, 2012 vested pro-rata and quarterly over three years.
  - (3) Grant of 18,000 options on July 26, 2012 vest pro-rata and quarterly over four years.

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.