

IRON MOUNTAIN INC  
Form 4  
November 06, 2014

**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 \*  
Meaney William L

(Last) (First) (Middle)

C/O IRON MOUNTAIN  
INCORPORATED, ONE FEDERAL  
STREET

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
IRON MOUNTAIN INC [IRM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/04/2014

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)  
President and CEO

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, par value \$.01 per share | 11/04/2014                           |                                                    | A <sup>(1)</sup>               | 868 <sup>(1)</sup> A                                              | \$ 0 <sub>(1)</sub>                                                                           | 12,868 <sup>(1)</sup> D                                  |                                   |

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

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SEC 1474 (9-02)

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**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 of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------|
| Restricted Stock Units                     | (1)                                                    |                                      |                                                    |                                |                                                                                         | (1) (1)                                                  | Common Stock                                                  | (1)                                              |
| Restricted Stock Units                     | (1)                                                    |                                      |                                                    |                                |                                                                                         | (1) (1)                                                  | Common Stock                                                  | (1)                                              |
| Performance Units                          | (1)                                                    |                                      |                                                    |                                |                                                                                         | (1) (1)                                                  | Common Stock                                                  | (1)                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                   |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer           | Other |
| Meaney William L<br>C/O IRON MOUNTAIN INCORPORATED<br>ONE FEDERAL STREET<br>BOSTON, MA 02110 | X             |           | President and CEO |       |

## Signatures

/s/ Sarah Cammarata, under Power of Attorney dated January 7, 2013, from William Meaney 11/06/2014

\*\*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).
- This report reflects shares received by the Reporting Person as a result of the Reporting Person's receipt of his pro rata portion of a special distribution declared by the Board of Directors of the issuer on September 15, 2014 and paid on November 4, 2014 (the "Special Distribution").
- (1) Includes 5,127 previously unreported unvested restricted stock units ("RSUs") allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on January 7, 2013. The RSUs vest 25% on January 7, 2016, 25% on January 7, 2017 and 50% on January 7, 2018, which will be the third, fourth and fifth anniversaries, respectively, of the grant date. Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated

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common stock ("Common Stock").

- (3) Includes 4,764 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on February 13, 2014. The RSUs vest in three substantially equal annual installments beginning on February 13, 2015, which will be the first anniversary of the grant date. Each RSU represents a contingent right to receive one share of Common Stock.

- (4) Includes 1,795 previously unreported unvested performance units ("PUs") allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported PUs granted to the Reporting Person on March 15, 2013 and subsequently awarded by the Compensation Committee of the Board of Directors of the issuer on March 10, 2014. Each PU represents a contingent right to receive one share of Common Stock. The PUs fully vest on March 15, 2016, subject to certain exceptions, if the Reporting Person is, as of that date, continuing to perform services for the issuer.

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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