

Brown Stuart B
Form 4
February 21, 2019

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 *
Brown Stuart B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP and CFO

C/O IRON MOUNTAIN INCORPORATED, ONE FEDERAL STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02110

(City) (State) (Zip)

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 (A) or (D) Price | | |
| Common Stock, par value \$.01 per share | 02/19/2019 | | M | | 3,240 (1) | A | \$ 0 16,915 D |
| Common Stock, par value \$.01 per share | 02/19/2019 | | F | | 952 | D | \$ 35.39 15,963 D |
| Common Stock, par value \$.01 | 02/19/2019 | | M | | 6,744 (2) | A | \$ 0 22,707 D |

per share

Common
Stock, par
value \$.01
per share

02/19/2019

F

1,982

D

\$
35.39

20,725

D

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.

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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 (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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units | (3) | 02/19/2019 | | M | 3,240 | (4) (4) | Common Stock | 3,240 |
| Performance Units | (5) | 02/19/2019 | | M | 6,744 | (6) (6) | Common Stock | 6,744 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brown Stuart B
C/O IRON MOUNTAIN INCORPORATED
ONE FEDERAL STREET
BOSTON, MA 02110

EVP and CFO

Signatures

/s/ Elizabeth Tamaro, under Power of Attorney dated August 10, 2016, from Stuart Brown

02/21/2019

__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) This acquisition is reported to reflect the partial vesting of RSUs previously granted to the Reporting Person on February 16, 2017.

This acquisition is reported to reflect the full vesting of performance units ("PUs") previously granted to the Reporting Person on February 18, 2016. Effective February 14, 2019, the Compensation Committee of Iron Mountain Incorporated's Board of Directors (the "Compensation Committee") determined the actual award of PUs under the grant after completion of the relevant performance period, and the PUs vested in full on February 18, 2019.

(3) Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").

(4) The RSUs, representing a contingent right to receive a total of 9,729 shares of Common Stock, were granted to the Reporting Person on February 16, 2017 and vest in three substantially equal annual installments beginning on the first anniversary of the grant date.

(5) Each PU represents a contingent right to receive one share of Common Stock.

The PUs were initially granted to the Reporting Person on February 18, 2016. Effective February 14, 2019, the Compensation Committee (6) determined the actual award of PUs under the grant after completion of the relevant performance period, and the PUs vested in full on February 18, 2019.

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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