Alarm.com Holdings, Inc.

Form 4 July 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ABS CAPITAL PARTNERS V LP Issuer Symbol Alarm.com Holdings, Inc. [ALRM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director X 10% Owner _ Other (specify Officer (give title C/O ABS CAPITAL 07/08/2015 below) PARTNERS,, 400 EAST PRATT STREET, SUITE 910 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person

BALTIMORE, MD 21202

(State)

(Zip)

(City)

X Form filed by More than One Reporting Person

(City)	(State)	Tat	Derivative :	uired, 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. 4. Securities Acquired Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	Beneficial (D) Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	07/08/2015		S	471,794 (1)	D	\$ 13.02	12,884,619	D (2)	
Common Stock	07/08/2015		S	24,420 (<u>3)</u>	D	\$ 13.02	666,904	I	By: Limited Partnership (4)
Common Stock	07/08/2015		S	28,786 (5)	D	\$ 13.02	786,123	I	By: Limited Partnership (6)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Funder Funders	Director	10% Owner	Officer	Other		
ABS CAPITAL PARTNERS V LP C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X				
ABS Capital Partners V Offshore, LP C/O ABS CAPITAL PARTNERS 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X				
ABS Capital Partners V-A L P C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X				
ABS Partners V LLC C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X				
ABS Partners V, L.P. C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X				

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Signatures

ABS Capital Partners V, L.P., By:/s/ Jennifer Moyer, Attorney-in-Fact						
**Signature of Reporting Person	Date					
ABS Capital Partners V Offshore, L.P., By:/s/Jennifer Moyer, Attorney-in-Fact						
**Signature of Reporting Person	Date					
ABS Capital Partners V-A, L.P., By:/s/Jennifer Moyer, Attorney-in-Fact						
**Signature of Reporting Person	Date					
ABS Partners V LLC, By:/s/Jennifer Moyer, Attorney-in-Fact						
**Signature of Reporting Person	Date					
ABS Partners V, L.P., By:/s/Jennifer Moyer, Attorney-in-Fact	07/09/2015					
**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).
- (1) These shares were sold by ABS Capital Partners V, L.P. ("ABS Capital V") (See Footnote (2) herein).
 - These shares are held directly by ABS Capital V. ABS Partners V, LLC (the "LLC") is the general partner of ABS Partners V, L.P. ("ABS Partners V"), which is the general partner of ABS Capital V. Donald Hebb, Jr., Phillip Clough, John Stobo, Jr., Mark Anderson,
- (2) Stephanie Carter, Ashoke Goswami, James Stevenson, Ralph Terkowitz, a director of the Issuer, Timothy Weglicki and Laura Witt (collectively, the "ABS Managers") are the managing members of the LLC and, as such, share voting and dispositive power over the shares held by ABC Capital V. None of the ABS Managers acting alone have voting or dispositive power over the shares held by ABS Capital V.
- (3) These shares were sold by ABS Capital Partners V-A, L.P. ("ABS Capital V-A") (See Footnote (4) herein).
 - These shares are held directly by ABS Capital V-A. The LLC is the general partner of ABS Partners V, which is the general partner of ABS Capital V-A. The ABS Managers are the managing members of the LLC and, as such, share voting and dispositive power over the
- (4) ABS Capital V-A. The ABS Managers are the managing members of the LLC and, as such, share voting and dispositive power over the shares held by ABS Capital V-A. None of the ABS Managers acting alone have voting or dispositive power over the shares held by ABS Capital V-A.
- (5) These shares were sold by ABS Capital Partners Offshore, L.P. ("ABS Capital Offshore") (See Footnote (6) herein).
- These shares are held directly by ABS Capital Offshore. The LLC is the general partner of ABS Partners V, which is the general partner of ABS Capital Offshore. The ABS Managers are the managing members of the LLC and, as such, share voting and dispositive power over the shares held by ABS Capital Offshore. None of the ABS Managers acting alone have voting or dispositive power over the shares held by ABS Capital Offshore.

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.

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