

Trundle Stephen
Form 4
August 31, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trundle Stephen

(Last) (First) (Middle)

C/O ALARM.COM HOLDINGS,
INC., 8281 GREENSBORO DRIVE
SUITE 100

(Street)

TYSONS, VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Alarm.com Holdings, Inc. [ALRM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/29/2017		M	38,592	A \$ 0.41 310,733	D ⁽¹⁾	
Common Stock	08/29/2017		S	38,592	D \$ 44.94 272,141	D ⁽¹⁾	
Common Stock	08/30/2017		S	29,100	D \$ 45.75 243,041	D ⁽¹⁾	
Common Stock	08/31/2017		S	10,850	D \$ 44.98 232,191	D ⁽¹⁾	

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(4)

Common Stock	08/11/2017	G	V	140,118	D	\$ 0	0	I	By Trust (5)
Common Stock							204,642	I	By Trust (6)
Common Stock							2,141,235	I	By LLC (7)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.41	08/29/2017		M		38,592		<u>(8)</u>	06/30/2019	Common Stock	38,592

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Trundle Stephen C/O ALARM.COM HOLDINGS, INC. 8281 GREENSBORO DRIVE SUITE 100 TYSONS, VA 22102	X President and CEO

Signatures

/s/ Daniel Ramos,
Attorney-in-Fact 08/31/2017

__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) Includes (i) 44,804 shares previously held by the Stephen Trundle 2015 2 Year GRAT (the "2 Year GRAT"), and (ii) 20,520 shares previously held by the Stephen Trundle 2015 4 Year GRAT (the "4 Year GRAT"), which were distributed to the Reporting Person on August 11, 2017 and are now owned directly.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.80 - \$45.14, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.41 - \$45.92, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.95 - \$45.05, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

(5) The Reporting Person had previously contributed 250,000 shares of common stock to the 2 Year GRAT. Upon termination of the 2 Year GRAT on August 11, 2017, 140,118 of the shares were transferred to the Stephen Trundle 2015 Gift Trust. The remaining 109,882 shares were previously distributed to the reporting person and continue to be reported in this Form 4 as directly owned.

(6) These shares are owned by the 4 Year GRAT. The Reporting Person is the sole trustee and primary beneficiary of the 4 Year GRAT.

(7) These shares are owned by Backbone Partners, LLC ("Backbone"). The Reporting Person has the sole power to vote and dispose of the shares held by Backbone. The Reporting Person disclaims beneficial ownership of those shares owned by Backbone except to the extent of his pecuniary interest therein.

(8) Immediately exercisable.

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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