

Schaper Carl James
Form 4
September 17, 2018

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 *
Schaper Carl James

(Last) (First) (Middle)

13785 RESEARCH BLVD., SUITE 150

(Street)

AUSTIN, TX 78750

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Q2 Holdings, Inc. [QTWO]

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

09/13/2018

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)

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 or Price | | |
| Common Stock | 09/13/2018 | | M | | 9,182 A \$ 13 | 31,844 | D |
| Common Stock | 09/13/2018 | | M | | 5,022 A \$ 24.89 | 36,866 | D |
| Common Stock | 09/13/2018 | | M | | 1,794 A \$ 27.86 | 38,660 | D |
| Common Stock | 09/13/2018 | | M | | 1,679 A \$ 27.86 | 40,339 | D |
| Common Stock | 09/13/2018 | | S ⁽¹⁾ | | 17,752 D \$ 66.19 | 22,587 | D |
| | | | | | ⁽²⁾ | | |
| | | | | | ⁽³⁾ | | |

Edgar Filing: Schaper Carl James - Form 4

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 13 | 09/13/2018 | | M | 9,182 | 04/19/2014 ⁽⁴⁾ 03/19/2024 | Common Stock | 9,182 |
| Stock Option (right to buy) | \$ 24.89 | 09/13/2018 | | M | 5,022 | 07/09/2015 ⁽⁵⁾ 06/09/2022 | Common Stock | 5,022 |
| Stock Option (right to buy) | \$ 27.86 | 09/13/2018 | | M | 1,794 | 07/09/2016 ⁽⁶⁾ 06/09/2023 | Common Stock | 1,794 |
| Stock Option (right to buy) | \$ 27.86 | 09/13/2018 | | M | 1,679 | 07/09/2016 ⁽⁷⁾ 06/09/2023 | Common Stock | 1,679 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Schaper Carl James 13785 RESEARCH BLVD. SUITE 150 AUSTIN, TX 78750 | X | | | |

Signatures

/s/ M. Scott Kerr,
attorney-in-fact

09/17/2018

__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) Shares sold pursuant to Reporting Person's 10b5-1 Trading Plan.
- (2) Includes shares sold to cover tax withholding obligations triggered upon lapse of restricted stock units.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.30 to \$67.05 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., 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 this footnote.

- (4) The option grant vested and became exercisable in equal monthly installments over 36 months beginning on April 19, 2014.
- (5) This option grant vested and became exercisable in equal monthly installments over 36 months beginning July 9, 2015.
- (6) This option grant vested and became exercisable in equal monthly installments over 12 months beginning July 9, 2016.
- (7) This option grant vested and became exercisable in equal monthly installments over 36 months beginning July 9, 2016.

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.