

DREW JOHN

Form 4

November 29, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TCV VII LP

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)

May be part of a 13(d) group

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

____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/07/2017		G ⁽¹⁾	V 2,248 D \$ 0	18,829	I	Marshall Carroll 2000 Trust ⁽²⁾
Common Stock	09/08/2017		G ⁽³⁾	V 34,060 D \$ 0	0	I	Drew Family Trust dated 10/5/2004 ⁽⁴⁾
Common Stock	11/27/2017		J ⁽⁵⁾	1,308,234 D \$ 0	8,579,694	I	TCV VII, L.P. ⁽⁶⁾
Common Stock	11/27/2017		J ⁽⁷⁾	679,396 D \$ 0	4,455,634	I	TCV VII (A), L.P. ⁽⁸⁾

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Common Stock	11/27/2017	<u>J⁽⁹⁾</u>	12,370	D	\$ 0	81,123	I	TCV Member Fund, L.P. <u>(10)</u>
Common Stock	11/27/2017	<u>J⁽¹¹⁾</u>	504,361	A	\$ 0	504,361	I	Technology Crossover Management VII, L.P. <u>(12)</u>
Common Stock	11/27/2017	<u>J⁽¹³⁾</u>	500,351	D	\$ 0	4,010	I	Technology Crossover Management VII, L.P. <u>(12)</u>
Common Stock	11/27/2017	<u>J⁽¹⁴⁾</u>	46,763	A	\$ 0	93,288	I	Hoag Family Trust U/A Dtd 8/2/94 <u>(15)</u>
Common Stock	11/27/2017	<u>J⁽¹⁶⁾</u>	46,763	A	\$ 0	93,288	I	Hamilton Investments Limited Partnership <u>(17)</u>
Common Stock	11/27/2017	<u>J⁽¹⁸⁾</u>	64,629	A	\$ 0	128,931	I	Goose Rocks Beach Partners, L.P. <u>(19)</u>
Common Stock	11/27/2017	<u>J⁽²⁰⁾</u>	57,120	A	\$ 0	113,952	I	Reynolds Family Trust <u>(21)</u>
Common Stock	11/27/2017	<u>J⁽²²⁾</u>	34,232	A	\$ 0	34,232	I	Drew Family Trust dated 10/5/2004 <u>(4)</u>
Common Stock	11/27/2017	<u>J⁽²³⁾</u>	20,956	A	\$ 0	20,956	I	Ten 271 Partners B <u>(24)</u>
Common Stock	11/27/2017	<u>J⁽²⁵⁾</u>	55,187	A	\$ 0	55,187	I	Robert W. Trudeau <u>(26)</u>
Common Stock	11/27/2017	<u>J⁽²⁷⁾</u>	21,185	A	\$ 0	40,014	I	Marshall Carroll 2000 Trust <u>(2)</u>
Common Stock	11/27/2017	<u>J⁽²⁸⁾</u>	266	A	\$ 0	532	I	Marshall Partners <u>(29)</u>
Common Stock	11/28/2017	S	3,943	D	\$ 42.4231 <u>(30)</u>	67	I	Technology Crossover Management VII, L.P. <u>(12)</u>

Common Stock	11/28/2017	S	67	D	\$ 42.87	0	I	Technology Crossover Management VII, L.P. ⁽¹²⁾
Common Stock	11/28/2017	S	55,187	D	\$ 43.5068 ⁽³¹⁾	0	I	Robert W. Trudeau ⁽²⁶⁾
Common Stock	11/28/2017	S	7,234	D	\$ 43.5	32,780	I	Marshall Carroll 2000 Trust ⁽²⁾
Common Stock	11/28/2017	S	266	D	\$ 43.5	266	I	Marshall Partners ⁽²⁹⁾
Common Stock	11/29/2017	S	29,332	D	\$ 41.0466 ⁽³²⁾	4,900	I	Drew Family Trust dated 10/5/2004 ⁽⁴⁾
Common Stock	11/29/2017	S	4,900	D	\$ 41.721 ⁽³³⁾	0	I	Drew Family Trust dated 10/5/2004 ⁽⁴⁾
Common Stock	11/29/2017	S	17,952	D	\$ 41.0466 ⁽³²⁾	3,004	I	Ten 271 Partners B ⁽²⁴⁾
Common Stock	11/29/2017	S	3,004	D	\$ 41.721 ⁽³³⁾	0	I	Ten 271 Partners B ⁽²⁴⁾

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 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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
TCV VII(A) L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES		X		May be part of a 13(d) group

528 RAMONA STREET
PALO ALTO, CA 94301

Signatures

Frederic D. Fenton, Authorized Signatory for TCV VII, L.P.	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for TCV VII (A), L.P.	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for TCV Member Fund, L.P.	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Technology Crossover Management VII, L.P.	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Jay C. Hoag	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Richard H. Kimball	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Jon Q. Reynolds, Jr.	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for John L. Drew	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Robert W. Trudeau	11/29/2017
<u> </u> Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Christopher P. Marshall	11/29/2017
<u> </u> 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) Represents a gift/charitable donation effective September 7, 2017. Not a market transaction thus no price is reported. No value was received in return for the gifted shares.
- (2) Christopher P. Marshall is a Trustee of the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Represents a gift/charitable donation effective September 8, 2017. Not a market transaction thus no price is reported. No value was received in return for the gifted shares.
- (4) John L. Drew is a Trustee of the Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) In kind pro-rata distribution by TCV VII, L.P. ("TCV VII") to its partners, without consideration.
- (6) These securities are directly held by TCV VII. Timothy P. McAdam, Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, Robert W. Trudeau, John C. Rosenberg and David L. Yuan (collectively, the "TCM VII Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and Limited Partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the General Partner of TCM VII, which is the General Partner of TCV VII, L.P. The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such

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securities except to the extent of their pecuniary interest therein.

- (7) In kind pro-rata distribution by TCV VII (A), L.P. ("TCV VII (A)") to its partners, without consideration.
- These securities are directly held by TCV VII (A). The TCM VII Directors are Class A Directors of Management VII and Limited Partners of TCM VII. Management VII is the General Partner of TCM VII, which is the General Partner of TCV VII (A). The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the
- (8) TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (9) In kind pro-rata distribution by TCV Member Fund, L.P. ("TCV MF") to its partners, without consideration.
- These securities are directly held by TCV MF. The TCM VII Directors are Class A Directors of Management VII, which is a General Partner of TCV MF, and Limited Partners of TCV MF. The TCM VII Directors and Management VII may be deemed to beneficially
- (10) own the securities held by TCV MF, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (11) Acquisition by TCM VII pursuant to an in kind pro-rata distribution by TCV VII and TCV VII (A) to each of their partners, without consideration.
- These securities are directly held by TCM VII. The TCM VII Directors are Class A Directors of Management VII, which is the General Partner of TCM VII and Limited Partners of TCM VII. The TCM VII Directors and Management VII may be deemed to
- (12) beneficially own the securities held by TCM VII, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (13) In kind pro-rata distribution by TCM VII to its partners, without consideration.
- (14) Acquisition by the Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (15) Jay C. Hoag is the Trustee of the Hoag Family Trust U/A Dtd 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (16) Acquisition by the Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (17) Jay C. Hoag is a General Partner of Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (18) Acquisition by Goose Rocks Beach Partners, L.P. pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (19) Richard H. Kimball is a General Partner of Goose Rocks Beach Partners, L.P. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (20) Acquisition by the Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (21) Jon Q. Reynolds is a Trustee of the Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (22) Acquisition by the Drew Family Trust dated 10/5/2004 pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (23) Acquisition by Ten 271 Partners B pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (24) John L. Drew is a General Partner of Ten 271 Partners B. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (25) Acquisition by Robert W. Trudeau pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (26) Shares held directly by Robert W. Trudeau.
- (27) Acquisition by the Marshall Carroll 2000 Trust pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
- (28) Acquisition by Marshall Partners pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
- (29)

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Christopher P. Marshall is a General Partner of Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(30) This number represents a weighted average sales price. The shares were sold at prices ranging from \$41.865 to \$42.86. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(31) This number represents a weighted average sales price. The shares were sold at prices ranging from \$43.50 to \$43.625. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(32) This number represents a weighted average sales price. The shares were sold at prices ranging from \$40.62 to \$41.59. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(33) This number represents a weighted average sales price. The shares were sold at prices ranging from \$41.59 to \$42.10. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

Remarks:

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Timothy P. McAdam, Jol

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.