

Trundle Stephen
Form 4
August 17, 2018

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 *
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)
08/15/2018

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) 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 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	08/15/2018		M	15,000	A \$ 3.89	224,714 ⁽¹⁾	D
Common Stock	08/15/2018		S ⁽²⁾	15,000	D \$ 50.77 ⁽³⁾	209,714	D
Common Stock						184,619	I By Trust ⁽⁴⁾
Common Stock						130,118	I By Trust ⁽⁵⁾
						2,141,235	I

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Common
Stock

By LLC
(6)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.89	08/15/2018		M	15,000	(7) 07/11/2022	Common Stock	15,000

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 08/17/2018

__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) Includes 20,023 shares previously held by the Stephen Trundle 2015 4 Year GRAT (the "4 Year GRAT"), which were distributed to the Reporting Person on August 9, 2018 and are now owned directly.

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- (2) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.64

- (3) - \$51.07, 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 this footnote (2) to this Form 4.

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

These shares are owned by the Stephen Trundle 2015 Gift Trust (the "Trust"). Certain members of the Reporting Person's immediate

- (5) family are beneficiaries of the Trust. The Reporting Person disclaims beneficial ownership of the shares owned by the Trust except to the extent, if any, of his pecuniary interest therein.

These shares are owned by Backbone Partners, LLC ("Backbone"). The Reporting Person has the sole power to vote and dispose of the

- (6) shares held by Backbone. The Reporting Person disclaims beneficial ownership of the shares owned by Backbone except to the extent, if any, of his pecuniary interest therein.

- (7) 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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