

Trundle Stephen
 Form 4
 April 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Trundle Stephen

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TYSONS, VA 22102

(City) (State) (Zip)

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 ⁽¹⁾	04/01/2019		A	Amount <u>25,000</u> ⁽²⁾	\$ 0	D	
Common Stock	04/02/2019		S	Amount <u>2,271</u> ⁽³⁾	\$ 64.63 ⁽⁴⁾	D	
Common Stock					120,118	I	By Trust ⁽⁵⁾
Common Stock					184,619	I	By Trust ⁽⁶⁾
					2,111,235	I	

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Common
Stock

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 65.03	04/01/2019		A	30,000	<u>(8)</u> 03/31/2029	Common Stock	30,000

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

04/03/2019

**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) This security represents restricted stock units granted under the Issuer's 2015 Equity Incentive Plan, as amended. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.

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- (2) The restricted stock unit (the "RSU") shall vest in five (5) equal annual installments beginning on April 1, 2020, such that the RSU shall be fully vested on April 1, 2024, subject to the Reporting Person's continued service with the Issuer through each such date.

- Represents the number of shares required to be sold by the Reporting Person to cover the tax withholding obligation in connection with the settlement of vested RSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the Reporting Person to fund this tax withholding obligation by completing a "sell to cover" transaction with a brokerage firm designated by the Issuer. This sale does not represent a discretionary trade by the Reporting Person.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.20 - \$65.00, 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 to this Form 4.

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

- (6) These shares are owned by the Stephen Trundle 2015 4 Year GRAT (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 the shares owned by Backbone except to the extent, if any, of his pecuniary interest therein.

- (8) 100% of the shares underlying this option shall vest and become exercisable on April 1, 2024, subject to the Reporting Person's continued service with the Issuer through such date.

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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