Valenzuela Steve Form 4 April 03, 2019

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Valenzuela Steve

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Alarm.com Holdings, Inc. [ALRM]

3. Date of Earliest Transaction

(Month/Day/Year) 04/01/2019

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

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Applicable Line)

Director X_ Officer (give title

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

Issuer

below)

TYSONS, VA 22102

(City)

(City)	(State) (le 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. Securiti n(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	04/01/2019		M(1)	1,083	A	\$ 27.9	29,132	D	
Common Stock	04/01/2019		S <u>(1)</u>	1,083	D	\$ 65.42	28,049	D	
Common Stock (2)	04/01/2019		A	12,500 (3)	A	\$ 0	40,549	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of tionDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 27.9	04/01/2019		M <u>(1)</u>		1,083	<u>(4)</u>	11/14/2026	Common Stock	1,08
Employee Stock Option (Right to Buy)	\$ 65.03	04/01/2019		A	12,500		<u>(5)</u>	03/31/2029	Common Stock	12,5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Valenzuela Steve C/O ALARM.COM HOLDINGS, INC. 8281 GREENSBORO DRIVE, SUITE 100 TYSONS, VA 22102

Chief Financial Officer

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) These exercises and sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) 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.
- (3) 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.

Reporting Owners 2

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- 20% of the shares underlying the option shall vest and become exercisable on November 15, 2017; the remainder of the shares underlying (4) the option shall vest and become exercisable ratably on a monthly basis over the following four (4) years on the first day of each month beginning on December 1, 2017, subject to the Reporting Person's continuous service with the Issuer as of each such date.
- (5) This option shall vest and become exercisable in sixty (60) equal monthly installments on the 1st day of each calendar month beginning on May 1, 2019, subject to the Reporting Person's continued service with the Issuer through each 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. 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.