

Trundle Stephen
Form 4
April 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)
04/01/2018

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 (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)
Common Stock ⁽¹⁾	04/01/2018		A	V Amount <u>25,000</u> ⁽²⁾	(D) Price \$ 0	189,691	D
Common Stock						130,118	I By Trust ⁽³⁾
Common Stock						204,642	I By Trust ⁽⁴⁾
Common Stock						2,141,235	I By LLC ⁽⁵⁾

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

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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)	\$ 37.74	04/01/2018		A	30,000	<u>(6)</u> 03/31/2028	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
Date: 04/03/2018

**Signature of Reporting Person

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.
 - (2) The restricted stock unit (the "RSU") shall vest in five (5) equal annual installments beginning on April 1, 2019, such that the RSU shall be fully vested on April 1, 2023, subject to the Reporting Person's continued service with the Issuer through each such date.

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.
 - (3)

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- (4) 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.

- (5) 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.

- (6) 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, 2018, 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.

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