

Blue Adam D
Form 4
March 08, 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blue Adam D

(Last) (First) (Middle)

13785 RESEARCH BLVD., SUITE
150

(Street)

AUSTIN, TX 78750

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Q2 Holdings, Inc. [QTWO]

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

03/06/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2019		A	(A) or (D) Amount 16,967 (1)	\$ 0 69,857	D	
Common Stock	03/06/2019		A	(A) or (D) Amount 16,967 (2)	\$ 0 86,824	D	
Common Stock	03/06/2019		S(3)	(A) or (D) Amount 4,750 (4)	\$ 67.05 82,074 (5)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Blue Adam D 13785 RESEARCH BLVD. SUITE 150 AUSTIN, TX 78750	Chief Technology Officer

Signatures

/s/ M. Scott Kerr,
attorney-in-fact 03/08/2019

**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).

- Represents a grant of performance-based restricted stock units ("Units") under the 2014 Equity Incentive Plan. The target number of Units is presented in the table ("Target Amount"). Subject to continued employment, one-third (1/3) of the Target Amount is scheduled to vest annually ("Scheduled Amount"), on or about March 6th of each of 2020, 2021 and 2022. In each of the first two years the number of Units that actually vests will be 0% to 100% of the Scheduled Amount, and in the third year the number of Units that actually will vest will be 0% to 200% of the Target Amount, less the amount of any vesting in the first two years, in each case depending upon the performance of Q2 Holdings, Inc.'s common stock price as compared to the Russell 2000 Index, as more specifically set forth in the grant agreement. The maximum number of Units that may vest over three years is 200% of the Target Amount. Vested Units will be paid in an equal number of shares of Q2 Holdings, Inc. common stock.
- (1) Shares of stock acquired represent shares underlying Restricted Stock Units. The Restricted Stock Units vest annually in four equal installments beginning March 3, 2020.
- (2) Shares sold pursuant to Reporting Person's 10b5-1 Trading Plan.

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- (4) Includes shares sold to cover tax withholding obligations triggered upon lapse of restricted stock units.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.36 to \$68.42 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., 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.

- (5)

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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