

Marshall Christopher P
 Form 4
 September 10, 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 *
 Technology Crossover Management VII, L.P.

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 250 MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

09/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

May be part of a 13(d) group

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

___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
Common Stock					5,309,108	I	TCV VII, L.P. <u>(1)</u>
Common Stock					2,757,144	I	TCV VII (A), L.P. <u>(2)</u>
Common Stock					50,199	I	TCV Member Fund, L.P. <u>(3)</u>
Common Stock					7,161	I	TCV VII Management, L.L.C. <u>(4)</u>
					210,195	I	

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Common Stock									Hoag Family Trust U/A Dtd 8/2/94 ⁽⁵⁾
Common Stock						210,195		I	Hamilton Investments Limited Partnership ⁽⁶⁾
Common Stock						290,505		I	Goose Rocks Beach Partners, L.P. ⁽⁷⁾
Common Stock						142,800		I	Reynolds Family Trust ⁽⁸⁾
Common Stock						78,742		I	Marshall Carroll 2000 Trust ⁽⁹⁾
Common Stock						931		I	Marshall Partners ⁽¹⁰⁾
Common Stock	09/06/2018	S	465	D	\$ 52.8466 ⁽¹²⁾	6,004		I	Technology Crossover Management VII, L.P. ⁽¹¹⁾
Common Stock	09/06/2018	S	1,704	D	\$ 53.4904 ⁽¹³⁾	4,300		I	Technology Crossover Management VII, L.P. ⁽¹¹⁾
Common Stock	09/06/2018	S	1,084	D	\$ 54.6121 ⁽¹⁴⁾	3,216		I	Technology Crossover Management VII, L.P. ⁽¹¹⁾
Common Stock	09/06/2018	S	3,061	D	\$ 55.5496 ⁽¹⁵⁾	155		I	Technology Crossover Management VII, L.P. ⁽¹¹⁾
Common Stock	09/06/2018	S	155	D	\$ 56.2 ⁽¹⁶⁾	0		I	Technology Crossover Management VII, L.P. ⁽¹¹⁾
Common Stock	09/06/2018	S	921	D	\$ 52.8678 ⁽¹⁸⁾	81,860		I	Robert W. Trudeau ⁽¹⁷⁾
Common Stock	09/06/2018	S	4,879	D	\$ 53.4362 ⁽¹⁹⁾	76,981		I	Robert W. Trudeau ⁽¹⁷⁾

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Common Stock	09/06/2018	S	23,600	D	\$ <u>(20)</u>	54.0897	53,381	I	Robert W. Trudeau ⁽¹⁷⁾
Common Stock	09/06/2018	S	30,600	D	\$ <u>(21)</u>	55.1955	22,781	I	Robert W. Trudeau ⁽¹⁷⁾
Common Stock	09/06/2018	S	17,781	D	\$ <u>(22)</u>	56.0018	5,000	I	Robert W. Trudeau ⁽¹⁷⁾
Common Stock	09/07/2018	S	1,400	D	\$ <u>(23)</u>	55.4958	3,600	I	Robert W. Trudeau ⁽¹⁷⁾
Common Stock	09/07/2018	S	3,600	D	\$ <u>(24)</u>	56.432	0	I	Robert W. Trudeau ⁽¹⁷⁾
Common Stock	09/07/2018	S	41,725	D	\$ <u>(26)</u>	55.3218	9,623	I	Drew Family Trust dated 10/5/2004 ⁽²⁵⁾
Common Stock	09/07/2018	S	9,623	D	\$ <u>(27)</u>	56.3728	0	I	Drew Family Trust dated 10/5/2004 ⁽²⁵⁾
Common Stock	09/07/2018	S	25,543	D	\$ <u>(26)</u>	55.3218	5,891	I	Ten 271 Partners B ⁽²⁸⁾
Common Stock	09/07/2018	S	5,891	D	\$ <u>(27)</u>	56.3728	0	I	Ten 271 Partners B ⁽²⁸⁾

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V	(A)	(D)	Title	

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		May be part of a 13(d) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		May be part of a 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		May be part of a 13(d) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		May be part of a 13(d) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		May be part of a 13(d) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		May be part of a 13(d) group
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		May be part of a 13(d) group

Signatures

Frederic D. Fenton, Authorized Signatory for Technology Crossover Management VII,
L.P.

09/10/2018

**Signature of Reporting Person

Date

Frederic D. Fenton, Authorized Signatory for Jay C. Hoag

09/10/2018

**Signature of Reporting Person

Date

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Frederic D. Fenton, Authorized Signatory for Richard H. Kimball	09/10/2018
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Jon Q. Reynolds, Jr.	09/10/2018
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for John L. Drew	09/10/2018
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Robert W. Trudeau	09/10/2018
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Christopher P. Marshall	09/10/2018
__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) These securities are directly held by TCV VII, L.P. ("TCV VII"). Timothy P. McAdam, Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, Robert W. Trudeau and David L. Yuan (collectively, the "TCM VII Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and Limited Partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the General Partner of TCM VII, which is the General Partner of TCV VII, L.P. The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (2) These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The TCM VII Directors are Class A Directors of Management VII and Limited Partners of TCM VII. Management VII is the General Partner of TCM VII, which is the General Partner of TCV VII (A). The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (3) These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VII Directors are Class A Directors of Management VII, which is a General Partner of TCV MF, and Limited Partners of TCV MF. The TCM VII Directors and Management VII may be deemed to beneficially own the securities held by TCV MF, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (4) Restricted stock units ("RSUs") held of record by Timothy P. McAdam for the benefit of TCV VII Management, L.L.C. ("TCV VII Management"). Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, and Robert W. Trudeau (the "TCM Members") are members of TCV VII Management. Mr. McAdam and the TCM Members each disclaims beneficial ownership of such RSUs and the underlying shares of the Issuer's common stock except to the extent of their pecuniary interest therein.
- (5) Jay C. Hoag is the Trustee of the Hoag Family Trust U/A Dtd 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (6) Jay C. Hoag is a General Partner of Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) Richard H. Kimball is a General Partner of Goose Rocks Beach Partners, L.P. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (8) Jon Q. Reynolds is a Trustee of the Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) Christopher P. Marshall is a Trustee of the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (10) Christopher P. Marshall is a General Partner of Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (11)

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These securities are directly held by TCM VII. The TCM VII Directors are Class A Directors of Management VII, which is the General Partner of TCM VII and Limited Partners of TCM VII. The TCM VII Directors and Management VII may be deemed to beneficially own the securities held by TCM VII, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(12) This number represents a weighted average sales price. The shares were sold at prices ranging from \$52.59 to \$52.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(13) This number represents a weighted average sales price. The shares were sold at prices ranging from \$53.00 to \$53.90. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(14) This number represents a weighted average sales price. The shares were sold at prices ranging from \$54.33 to \$54.94. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(15) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.03 to \$55.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(16) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.00 to \$56.04. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(17) Shares held directly by Robert W. Trudeau.

(18) This number represents a weighted average sales price. The shares were sold at prices ranging from \$52.63 to \$52.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(19) This number represents a weighted average sales price. The shares were sold at prices ranging from \$53.00 to \$53.85. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(20) This number represents a weighted average sales price. The shares were sold at prices ranging from \$54.00 to \$54.91. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(21) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.00 to \$55.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(22) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.00 to \$56.04. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(23) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.15 to \$55.92. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(24) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.07 to \$56.65. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(25) John L. Drew is a Trustee of the Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(26) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.08 to \$55.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(27) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.00 to \$56.73. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

(28) John L. Drew is a General Partner of Ten 271 Partners B. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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Remarks:

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Timothy P. McAdam and

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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