

Valenzuela Steve
Form 4
November 13, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Valenzuela Steve

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O ALARM.COM HOLDINGS,
INC., 8281 GREENSBORO DRIVE,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2018

TYSONS, VA 22102

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/09/2018 | | M ⁽¹⁾ | 5,000 A \$ 27.9 | 47,774 | D | |
| Common Stock | 11/09/2018 | | S ⁽¹⁾ | 5,000 D \$ 49 ⁽²⁾ | 42,774 | D | |
| Common Stock | 11/12/2018 | | M ⁽¹⁾ | 5,000 A \$ 27.9 | 47,774 | D | |
| Common Stock | 11/12/2018 | | S ⁽¹⁾ | 1,000 D \$ 45.53 ⁽³⁾ | 46,774 | D | |
| | 11/12/2018 | | S ⁽¹⁾ | 4,000 D | 42,774 | D | |

Edgar Filing: Valenzuela Steve - Form 4

| | | | | | | | | |
|--------------|------------|--|------------------|-------|---|------------|--------|---|
| Common Stock | | | | | | \$ | | |
| | | | | | | 46.93 | | |
| | | | | | | <u>(4)</u> | | |
| Common Stock | 11/13/2018 | | M ⁽¹⁾ | 1,000 | A | \$ 27.9 | 43,774 | D |
| Common Stock | 11/13/2018 | | S ⁽¹⁾ | 1,000 | D | \$ 48.91 | 42,774 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 27.9 | 11/09/2018 | | M ⁽¹⁾ | 5,000 | <u>(5)</u> 11/14/2026 | Common Stock | 5,000 | |
| Employee Stock Option (Right to Buy) | \$ 27.9 | 11/12/2018 | | M ⁽¹⁾ | 5,000 | <u>(5)</u> 11/14/2026 | Common Stock | 5,000 | |
| Employee Stock Option (Right to Buy) | \$ 27.9 | 11/13/2018 | | M ⁽¹⁾ | 1,000 | <u>(5)</u> 11/14/2026 | Common Stock | 1,000 | |

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, 11/13/2018
 Attorney-in-Fact

**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.
 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.00 - \$49.03, 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.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 - \$45.54, 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.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.70 - \$47.025, 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.
 - (4) 20% of the shares underlying the option vested and became exercisable on November 15, 2017; the remainder of the shares underlying 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.

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.