

SEMLER ERIC
Form 4
October 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
SEMLER ERIC

(Last) (First) (Middle)

TCS CAPITAL MANAGEMENT, LLC, 888 SEVENTH AVENUE, SUITE 1504

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Angie's List, Inc. [ANGI]

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	09/29/2017		D		19,977	D	
					\$ 0 (1)	0	
Common Stock	09/29/2017		D		5,434,102	D	See Footnote 2 (2)
					\$ 0 (1)	0	
Common Stock	09/29/2017		D		646,248	D	See Footnote 3 (3)
					\$ 0 (1)	0	

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)	Amount or Number of Shares
Stock Options (right to buy)	\$ 9.23	09/29/2017		D	13,446	⁽⁴⁾ 02/28/2026	Common Stock	13,446
Restricted Stock Units (RSU)	⁽⁵⁾	09/29/2017		D	12,664	⁽⁶⁾ ⁽⁷⁾	Common Stock	12,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEMLER ERIC TCS CAPITAL MANAGEMENT, LLC 888 SEVENTH AVENUE, SUITE 1504 NEW YORK, NY 10106	X	X		

Signatures

/s/ Shannon M. Shaw, as
Attorney-in-fact

10/03/2017

**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) On September 29, 2017, the closing date of the transactions (the "Closing") contemplated by the Agreement and Plan of Merger, dated as of May 1, 2017, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of August 26, 2017 (the "Merger Agreement"), by and among Angie's List, Inc. ("Angie's List"), IAC/InterActiveCorp, ANGI Homeservices Inc. ("ANGI Homeservices")

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and Casa Merger Sub, Inc., the outstanding shares of common stock of Angie's List ("Angie's List Common Stock") held by the Reporting Person were cancelled and converted on a 1:1 basis into shares of Class A common stock of ANGI Homeservices ("ANGI Homeservices Class A Common Stock").

Shares of the Issuer's common stock held directly by TCS Global Equity Master Fund, LP ("TCS Master"). TCS Capital Management, LLC ("TCS Capital") may be deemed to indirectly beneficially own the shares of common stock of the Issuer held directly by TCS Master because TCS Capital serves as the investment manager of TCS Master and has voting and investment power over such securities.

- (2) Mr. Semler may be deemed to indirectly beneficially own the shares of common stock held directly by TCS Master because of his relationship with TCS Capital. Mr. Semler is the Managing Member of TCS Capital and may be deemed to direct all voting and investment decisions made by TCS Capital. Mr. Semler disclaims beneficial ownership of the shares of common stock held by TCS Master except to the extent of his pecuniary interest therein.

Shares of the Issuer's common stock held directly by an irrevocable family trust. Mr. Semler's spouse is the trustee of the trust. Mr.

- (3) Semler disclaims beneficial ownership of the shares of common stock of the Issuer held directly by the irrevocable family trust, and the filing of this report is not an admission that Mr. Semler is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

In connection with the Closing and pursuant to the Merger Agreement, the outstanding options to purchase shares of Angie's List

- (4) Common Stock, which were fully vested at the time of the Closing, were converted on a 1:1 basis into options to purchase shares of ANGI Homeservices Class A Common Stock, subject to the same terms and conditions, including the per share exercise price, as applied to such options to purchase Angie's List Common Stock immediately prior to the Closing.

- (5) Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement, and there is no exercise price associated with the RSUs.

In connection with the Closing and pursuant to the Merger Agreement, the outstanding Angie's List RSUs were converted on a 1:1 basis into RSUs for shares of ANGI Homeservices Class A Common Stock, subject to the same terms and conditions as applied to such RSUs

- (6) for shares of Angie's List Common Stock immediately prior to the Closing. Upon conclusion of the Reporting Person's service as a member of the Angie's List Board of Directors, the vesting of the RSUs was subsequently accelerated in full, resulting in the conversion of such RSUs into shares of ANGI Homeservices Class A Common Stock.

- (7) There is no expiration date with respect to RSUs.

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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