

DREW JOHN
Form 4
December 21, 2017

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 *
McAdam Timothy P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

May be part of a 13(d) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

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

(Street)

PALO ALTO, CA 94301

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock ⁽¹⁾ | 12/20/2017 | | A | 3,968 ⁽²⁾ | A | \$ 0 | 3,968 | I | TCV VII Management, L.L.C. ⁽³⁾ |
| Common Stock | | | | | | | 8,579,694 | I | TCV VII, L.P. ⁽⁴⁾ |
| Common Stock | | | | | | | 4,455,634 | I | TCV VII (A), L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | 81,123 | I | TCV Member Fund, L.P. ⁽⁶⁾ |
| | | | | | | | 35,753 | I | |

| | | | | | | |
|--------------|---------|---|--|--|--|--|
| Common Stock | | | | | | Timothy P. McAdam ⁽⁷⁾ |
| Common Stock | 29,780 | I | | | | Marshall Carroll 2000 Trust ⁽⁸⁾ |
| Common Stock | 93,288 | I | | | | Hoag Family Trust U/A Dtd 8/2/94 ⁽⁹⁾ |
| Common Stock | 93,288 | I | | | | Hamilton Investments Limited Partnership ⁽¹⁰⁾ |
| Common Stock | 128,931 | I | | | | Goose Rocks Beach Partners, L.P. ⁽¹¹⁾ |
| Common Stock | 266 | I | | | | Marshall Partners ⁽¹²⁾ |

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.

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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

| | |
|---|------------|
| Frederic D. Fenton, Authorized Signatory for Robert W. Trudeau | 12/21/2017 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for Christopher P. Marshall | 12/21/2017 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for TCV VII Management, L.L.C. | 12/21/2017 |
| **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) Represents a grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
 - (2) The shares underlying this restricted stock unit award vest on the date of the Issuer's 2018 annual meeting of stockholders, subject to Timothy P. McAdam's continued service with the Issuer on such date.
 - (3) 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.
 - (4) These securities are held by TCV VII, L.P. Timothy P. McAdam, Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, Robert W. Trudeau, John C. Rosenberg 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, L.P., 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.
 - (5) These securities are held by TCV VII (A), L.P. 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), L.P. The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., 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.
 - (6) These securities are 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.
 - (7) Shares are held directly by Timothy P. McAdam.
 - (8) 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.
 - (9) 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.
 - (10) 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.
 - (11) 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.
 - (12) 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.

Remarks:

All Reporting Persons may be part of a 13(d) group.

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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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