

Trundle Stephen
Form 4
March 19, 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

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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 *
Trundle Stephen

(Last) (First) (Middle)

C/O ALARM.COM HOLDINGS, INC., 8281 GREENSBORO DRIVE SUITE 100

(Street)

TYSONS, VA 22102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2018

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)
President and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2018		M		5,000	A	\$ 3.89
Common Stock	03/15/2018		S ⁽¹⁾		5,000	D	\$ 39.8
Common Stock	03/15/2018		M		2,500	A	\$ 21.7
Common Stock	03/16/2018		M		20,000	A	\$ 3.89
Common Stock	03/16/2018		S ⁽¹⁾		20,000	D	\$ 38.94

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(2)

Common Stock	130,118	I	By Trust (3)
Common Stock	204,642	I	By Trust (4)
Common Stock	2,141,235	I	By LLC (5)

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

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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
Stock Option (Right to Buy)	\$ 3.89	03/15/2018		M	5,000	(6) 07/11/2022	Common Stock	5,000
Stock Option (Right to Buy)	\$ 21.7	03/15/2018		M	2,500	(7) 05/14/2026	Common Stock	2,500
Stock Option (Right to Buy)	\$ 3.89	03/16/2018		M	20,000	(6) 07/11/2022	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		President and CEO	

Trundle Stephen
C/O ALARM.COM HOLDINGS, INC.
8281 GREENSBORO DRIVE SUITE 100
TYSONS, VA 22102

Signatures

/s/ Daniel Ramos,
Attorney-in-Fact

03/19/2018

__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 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 \$38.90 - \$38.97, 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 footnote (2) to this Form 4.
- (2) These shares are owned by the Stephen Trundle 2015 Gift Trust (the "Trust"). Certain members of the Reporting Person's immediate family are beneficiaries of the Trust. The Reporting Person disclaims beneficial ownership of the shares owned by the Trust except to the extent, if any, of his pecuniary interest therein.
- (3) These shares are owned by the Stephen Trundle 2015 4 Year GRAT (the "4 Year GRAT"). The Reporting Person is the sole trustee and primary beneficiary of the 4 Year GRAT.
These shares are owned by Backbone Partners, LLC ("Backbone"). The Reporting Person has the sole power to vote and dispose of the shares held by Backbone. The Reporting Person disclaims beneficial ownership of the shares owned by Backbone except to the extent, if any, of his pecuniary interest therein.
- (4) Immediately exercisable.
This option is immediately exercisable. Twenty percent (20%) of the shares subject to this option vested on May 15, 2017 and the balance of the shares vest in a series of forty-eight (48) successive equal monthly installments beginning on June 1, 2017, subject to the Reporting Person's continuous service with the Company through each vesting date.
- (5) of the shares vest in a series of forty-eight (48) successive equal monthly installments beginning on June 1, 2017, subject to the Reporting Person's continuous service with the Company through each vesting 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.