

Ramos Daniel
Form 4
September 12, 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 *
Ramos Daniel

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)

Sr. VP-Corporate Development

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

(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

TYSONS, VA 22102

(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 or Price		
Common Stock	09/10/2018		M		14,250 A \$ 4	79,402 ⁽¹⁾	D
Common Stock	09/10/2018		M		4,800 A \$ 11.55	84,202	D
Common Stock	09/10/2018		M		7,750 A \$ 15.02	91,952	D
Common Stock	09/10/2018		M		2,666 A \$ 32.17	94,618	D
Common Stock	09/10/2018		M		833 A \$ 37.74	95,451	D

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Common Stock	09/10/2018		S		50,399	D	\$ <u>(2)</u>	56.31	45,052	D
Common Stock	09/10/2018		G	V	1,000	D	\$ 0		44,052	D
Common Stock	09/11/2018		S		722	D	\$ 57		43,330	D
Common Stock	09/12/2018		S		19,178	D	\$ <u>(3)</u>	56.88	24,152	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4	09/10/2018		M	14,250	<u>(4)</u>	12/23/2023	Common Stock	14,250
Employee Stock Option (Right to Buy)	\$ 11.55	09/10/2018		M	4,800	<u>(5)</u>	05/15/2025	Common Stock	4,800
Employee Stock Option (Right to Buy)	\$ 15.02	09/10/2018		M	7,750	<u>(6)</u>	02/14/2026	Common Stock	7,750
	\$ 32.17	09/10/2018		M	2,666	<u>(7)</u>	05/14/2027		2,666

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 37.74	09/10/2018	M	833	<u>(8)</u>	03/31/2028		Common Stock	833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramos Daniel C/O ALARM.COM HOLDINGS, INC. 8281 GREENSBORO DRIVE SUITE 100 TYSONS, VA 22102			Sr. VP-Corporate Development	

Signatures

/s/ Daniel
Ramos

09/12/2018

**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) Includes 152 shares acquired under the Alarm.com Holdings, Inc. 2015 Employee Stock Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$57.00, 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 ranges set forth in footnote (2) 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 \$56.75 to \$57.035, 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 ranges set forth in footnote (3) to this Form 4.
 - (3) Immediately exercisable. The option vests with respect to 20% of the shares on December 23, 2014 and, with respect to 1/48th of the remaining shares, the option vests on the first day of each month thereafter over the following four years, subject to the Reporting Person's continuous service through each vesting date. On the date of event requiring this filing, 14,250 shares were fully vested.
 - (4) Immediately exercisable. The option vests with respect to 20% of the shares on May 15, 2016 and, with respect to 1/48th of the remaining shares, the option vests on the first day of each month thereafter over the following four years, subject to the Reporting Person's continuous service through each vesting date. On the date of event requiring this filing, 4,800 shares were fully vested.
 - (5) Immediately exercisable. The option vests with respect to 20% of the shares on February 15, 2017 and, with respect to 1/48th of the remaining shares, the option vests on the first day of each month thereafter over the following four years, subject to the Reporting Person's continuous service through each vesting date. On the date of event requiring this filing, 7,750 shares were fully vested.
 - (6)

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This option vests and becomes exercisable in sixty (60) equal monthly instalments on the 1st day of each calendar month beginning on (7) June 1, 2017, subject to the Reporting Person's continued service with the Issuer through each such date. On the date of event requiring this filing, 2,666 shares were fully vested.

This option vests and becomes exercisable in sixty (60) equal monthly instalments on the 1st day of each calendar month beginning on (8) May 1, 2018, subject to the Reporting Person's continued service with the Issuer through each such date. On the date of event requiring this filing, 833 shares were fully vested.

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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