

Valenzuela Steve
Form 4
April 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2019

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

Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/01/2019		M ⁽¹⁾		1,083 A \$ 27.9	29,132	D
Common Stock	04/01/2019		S ⁽¹⁾		1,083 D \$ 65.42	28,049	D
Common Stock ⁽²⁾	04/01/2019		A		12,500 ⁽³⁾ A \$ 0	40,549	D

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.9	04/01/2019		M ⁽¹⁾	1,083	⁽⁴⁾ 11/14/2026	Common Stock	1,083
Employee Stock Option (Right to Buy)	\$ 65.03	04/01/2019		A	12,500	⁽⁵⁾ 03/31/2029	Common Stock	12,500

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, 04/03/2019
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.
 - (2) This security represents restricted stock units granted under the Issuer's 2015 Equity Incentive Plan, as amended. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
 - (3) The restricted stock unit (the "RSU") shall vest in five (5) equal annual installments beginning on April 1, 2020, such that the RSU shall be fully vested on April 1, 2024, subject to the Reporting Person's continued service with the Issuer through each such date.

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- 20% of the shares underlying the option shall vest and become exercisable on November 15, 2017; the remainder of the shares underlying
- (4) 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.
 - (5) This option shall vest and become exercisable in sixty (60) equal monthly installments on the 1st day of each calendar month beginning on May 1, 2019, subject to the Reporting Person's continued service with the Issuer through 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.

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