

Brown Darin E.
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 *
Brown Darin E.

(Last) (First) (Middle)
ANGIE'S LIST, INC., 1030 EAST WASHINGTON STREET
(Street)

INDIANAPOLIS, IN 46202

(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
X Officer (give title below) ___ Other (specify below)
Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	09/29/2017		D		\$ 0 (1)	0	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Stock Options (right to buy)	\$ 5.81	09/29/2017		D	92,593	<u>(2)</u> (3)	01/08/2025	Common Stock	92,593
Restricted Stock Units (RSU)	\$ 0 <u>(4)</u>	09/29/2017		D	20,673	<u>(5)</u> (6)	<u>(7)</u>	Common Stock	20,673
Stock Options (right to buy)	\$ 8.82	09/29/2017		D	67,708	<u>(2)</u> (8)	02/26/2026	Common Stock	67,708
Restricted Stock Units (RSU)	\$ 0 <u>(4)</u>	09/29/2017		D	23,030	<u>(5)</u> (9)	<u>(7)</u>	Common Stock	23,030

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Darin E. ANGIE'S LIST, INC. 1030 EAST WASHINGTON STREET INDIANAPOLIS, IN 46202			Chief Technology Officer	

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

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Agreement"), by and among Angie's List, Inc. ("Angie's List"), IAC/InterActiveCorp, ANGI Homeservices Inc. ("ANGI Homeservices") 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").

- (2) In connection with the Closing and pursuant to the Merger Agreement, the outstanding options to purchase shares of Angie's List Common Stock 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 vesting and the per share exercise price, as applied to such options to purchase Angie's List Common Stock immediately prior to the Closing.
- (3) These stock options were granted on January 8, 2015 and are vesting in four equal annual installments over a four-year period from the date of grant.
- (4) 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.

- (5) 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, including vesting, as applied to such RSUs for shares of Angie's List Common Stock immediately prior to the Closing.
- (6) These RSUs were granted on December 14, 2015 and are vesting in four equal annual installments over a four-year period from the date of grant.
- (7) There is no expiration date with respect to RSUs.
- (8) These stock options were granted on February 26, 2016 and vested 25% on February 26, 2017 with the remaining 75% vesting in equal monthly installments over a three-year period thereafter.
- (9) These RSUs were granted on February 26, 2016 and vested 25% on February 26, 2017 with the remaining 75% vesting in equal quarterly installments over a three-year period thereafter.

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.