

DREW JOHN

Form 4

December 21, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McAdam Timothy P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Alarm.com Holdings, Inc. [ALRM]

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

12/20/2017

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)

May be part of a 13(d) group

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)
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	

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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.

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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

Reporting Owners

McAdam Timothy P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	May be part of a 13(d) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	Director by Deputization
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	Director by Deputization
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	Director by Deputization
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	Director by Deputization
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	Director by Deputization
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	Director by Deputization
TCV VII Management, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X	Director by Deputization

Signatures

Frederic D. Fenton, Authorized Signatory for Timothy P. McAdam	12/21/2017
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Jay C. Hoag	12/21/2017
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Richard H. Kimball	12/21/2017
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for John L. Drew	12/21/2017
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Jon Q. Reynolds, Jr.	12/21/2017
__Signature of Reporting Person	Date

Frederic D. Fenton, Authorized Signatory for Robert W. Trudeau	12/21/2017
<u> </u> **Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for Christopher P. Marshall	12/21/2017
<u> </u> **Signature of Reporting Person	Date
Frederic D. Fenton, Authorized Signatory for TCV VII Management, L.L.C.	12/21/2017
<u> </u> **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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