

Trundle Stephen
Form 4
August 31, 2017

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 *
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)
08/29/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 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 | 08/29/2017 | | M | | 38,592 | A | \$ 0.41 310,733 |
| Common Stock | 08/29/2017 | | S | | 38,592 | D | \$ 44.94 272,141 |
| Common Stock | 08/30/2017 | | S | | 29,100 | D | \$ 45.75 243,041 |
| Common Stock | 08/31/2017 | | S | | 10,850 | D | \$ 44.98 232,191 |

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| Common Stock | 08/11/2017 | G | V | 140,118 | D | \$ 0 | 0 | | I | | By Trust (5) |
|--------------|------------|---|---|---------|---|------|-----------|--|---|--|-----------------|
| Common Stock | | | | | | | 204,642 | | I | | By Trust (6) |
| Common Stock | | | | | | | 2,141,235 | | I | | By LLC (7) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 0.41 | 08/29/2017 | | M | 38,592 | (8) | 06/30/2019 | Common Stock | 38,592 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trundle Stephen C/O ALARM.COM HOLDINGS, INC. 8281 GREENSBORO DRIVE SUITE 100 TYSONS, VA 22102 | X | | President and CEO | |

Signatures

/s/ Daniel Ramos,
Attorney-in-Fact

08/31/2017

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__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 (i) 44,804 shares previously held by the Stephen Trundle 2015 2 Year GRAT (the "2 Year GRAT"), and (ii) 20,520 shares previously held by the Stephen Trundle 2015 4 Year GRAT (the "4 Year GRAT"), which were distributed to the Reporting Person on August 11, 2017 and are now owned directly.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.80 - \$45.14, 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 (1) 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 \$45.41 - \$45.92, 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.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.95 - \$45.05, 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 (3) to this Form 4.
 - (4) The Reporting Person had previously contributed 250,000 shares of common stock to the 2 Year GRAT. Upon termination of the 2 Year GRAT on August 11, 2017, 140,118 of the shares were transferred to the Stephen Trundle 2015 Gift Trust. The remaining 109,882 shares were previously distributed to the reporting person and continue to be reported in this Form 4 as directly owned.
 - (5) These shares are owned by 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 those shares owned by Backbone except to the extent of his pecuniary interest therein.
 - (6) Immediately exercisable.

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.