## Edgar Filing: Q2 Holdings, Inc. - Form 4

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Q2 Holdings Form 4												
	<b>ORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed pur inue. Section 17(5	Washington, D.C. 20549 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								Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5		
(Print or Type F	Responses)											
Benton Barry G Symbol				r Name <b>and</b> Ticker or Trading dings, Inc. [QTWO]				ıg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D 13785 RESEARCH BLVD., SUITE 03/04/20 150				015					Director 10% Owner X Officer (give title Other (specify below) below) SVP, General Counsel			
	(Street)		4. If Ame Filed(Mon			Original			6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Pe	rson	
AUSTIN, T	X 78750								Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non	-Deri	ivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transac Code (Instr. 8 Code	tion(A (I	Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/04/2015			S <u>(1)</u>	5	,925	D	\$ 19.75	37,500	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				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				
Benton Barry G 13785 RESEARCH BLVD. SUITE 150 AUSTIN, TX 78750			SVP, General Counsel					
Signatures								
/s/ M. Scott Kerr, as attorney-in-fact		03/04/2015	5					
<u>**</u> Signature of Reporting Person		Date						
Evaluation of Poenoneoe:								

## **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 shares sold as a selling stockholder in connection with the issuer's follow-on public offering.

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.