

Alarm.com Holdings, Inc.
Form 4
November 17, 2016

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 *
Valenzuela Steve

(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)
11/15/2016

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) below)

Chief Financial 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	11/15/2016		A	Amount ⁽²⁾ 35,842	A \$ 0 35,842	D	

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.9	11/15/2016		A		65,000		<u>(3)</u>	11/14/2026	Common Stock	65,000

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,
Attorney-in-Fact 11/17/2016

__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) This security represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
- These shares shall vest as follows: 40% of the restricted stock units shall vest on each of November 15, 2018 and November 15, 2020; the
- (2) final 20% of the restricted stock units shall vest on November 15, 2021, subject to the Reporting Person providing continuous service to the Issuer as of each such vesting date.
- 20% of the shares underlying the option shall vest and become exercisable on November 15, 2017; the remainder of the shares underlying
- (3) 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.

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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