

Clendening John S
Form 4
January 04, 2019

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 *
Clendening John S

2. Issuer Name and Ticker or Trading Symbol
BLUCORA, INC. [BCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6333 N STATE HIGHWAY 161,
6TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
IRVING, TX 75038

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	01/02/2019		A	(A) or (D) Amount 71,402 (1)	\$ 0 684,701 (2)	D	
Common Stock	01/03/2019		F	(A) or (D) Amount 3,368 (3)	\$ 0 681,333	D	

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

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(9-02)

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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
Stock Option (Right to Buy)	\$ 27.03	01/02/2019		A	138,341	<u>(4)</u> 01/02/2026	Common Stock 138,341

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clendening John S 6333 N STATE HIGHWAY 161, 6TH FLOOR IRVING, TX 75038	X		President and CEO	

Signatures

/s/ Wendy Walton, as Attorney-in-Fact for John S. Clendening

01/04/2019

__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) Reflects a grant of restricted stock units ("RSUs") that was made to the reporting person on January 2, 2019 and that will vest equally over a three-year period on each anniversary of the grant date.

(2) Not included in this amount are 62,476 performance-based restricted stock units, of which from 0% to 200% are eligible to vest following the end of the 2021 fiscal year subject to the Issuer's achievement of certain financial goals over a three-year period and certification by the Compensation Committee.

(3) This transaction represents the withholding by the Issuer of shares to pay taxes in connection with the vesting of restricted stock units. The timing and amount of the transaction were determined by the terms of the applicable restricted stock unit award and were not within the control of the Reporting Person.

(4) The option vests according to the following schedule: one-third vests on January 2, 2020, an additional one-third vest on January 2, 2021, and the remaining one-third will vest on January 2, 2022, such that the option will be fully vested on January 2, 2022.

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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