

BRUDER ANN J.
Form 4
June 20, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BRUDER ANN J.

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 HWY 161, 6TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Legal Officer & Sec'y

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/19/2018 | | M | V | 17,203 (1) | A | \$ 21.7 51,040 D |
| Common Stock | 06/19/2018 | | F | | 12,369 (1) | D | \$ 39.35 38,671 D |
| Common Stock | 06/19/2018 | | F | | 2,008 (2) | D | \$ 39.35 36,663 D |

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

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number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 21.7 | 06/19/2018 | | M | 17,203 | <u>(3)</u> 06/19/2024 | Common Stock | 17,203 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRUDER ANN J.
6333 N. STATE HWY 161, 6TH FLOOR
IRVING, TX 75038

Chief Legal Officer & Sec'y

Signatures

/s/ Wendy Walton, as Attorney-in-Fact for Ann J. Bruder

06/20/2018

__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).

Represents a "net exercise" of outstanding stock options. The reporting person received 4,834 shares of common stock on net exercise of (1) options to purchase 17,203 shares of common stock. The reporting person forfeited 12,369 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on June 19, 2018 of \$39.35.

This transaction represents the withholding by the Issuer of shares to pay taxes in connection with the vesting of restricted stock units.

(2) 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.

(3) 33.33% of the stock option grant vested on June 19, 2018, and approximately 16.67% of the grant will vest at the end of each six month period thereafter with the final vesting date to occur on June 19, 2020.

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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