

McAdam Timothy P
Form 4
November 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
McAdam Timothy P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 250 MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Alarm.com Holdings, Inc. [ALRM]

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

11/15/2018

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)

May be part of a 13(d) group

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. Code | 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 | 09/06/2018 | | G ⁽¹⁾ | V 2,000 D | \$ 0 74,823 | I | Timothy P. McAdam ⁽²⁾ |
| Common Stock | 09/06/2018 | | G ⁽¹⁾ | V 10,611 D | \$ 0 0 | I | Yuan Family Trust dated 9/22/2006 ⁽³⁾ |
| Common Stock | 09/06/2018 | | G ⁽¹⁾ | V 22,500 D | \$ 0 56,242 | I | Marshall Carroll 2000 Trust ⁽⁴⁾ |
| Common Stock | 11/15/2018 | | S ⁽⁵⁾ | 22,500 D | \$ 47.82 33,742 | I | Marshall Carroll 2000 |

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| | (5) | | Trust (4) |
|--------------|-----------|---|--------------------------------|
| Common Stock | 5,309,108 | I | TCV VII, L.P. (6) |
| Common Stock | 2,757,144 | I | TCV VII (A), L.P. (7) |
| Common Stock | 50,199 | I | TCV Member Fund, L.P. (8) |
| Common Stock | 7,161 | I | TCV VII Management, L.L.C. (9) |
| Common Stock | 931 | I | Marshall Partners (10) |

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

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SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| McAdam Timothy P C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | X | X | | May be part of a 13(d) group |
| | | X | | |

Marshall Christopher P
 C/O TECHNOLOGY CROSSOVER VENTURES
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

May be part of a 13(d)
 group

Yuan David
 C/O TECHNOLOGY CROSSOVER VENTURES
 250 MIDDLEFIELD ROAD
 MENLO PARK, CA 94025

X

May be part of a 13(d)
 group

Signatures

| | |
|--|------------|
| Frederic D. Fenton, Authorized Signatory for Timothy P. McAdam | 11/19/2018 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for Christopher P. Marshall | 11/19/2018 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for David L. Yuan | 11/19/2018 |
| **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).
- (1) Represents a gift/charitable donation effective 09/06/2018. Not a market transaction thus no price is reported. No value was received in return for the gifted shares.
- (2) Shares are held directly by Timothy P. McAdam.
- (3) David L. Yuan is a Trustee of the Yuan Family Trust dated 9/22/2006. Mr. Yuan disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Christopher P. Marshall is a Trustee of the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) Shares contributed by the reporting person to an exchange fund in return for shares of the exchange fund. The exchange fund closed on November 15, 2018 and the common stock was contributed on that date. The common stock was valued at \$47.82 per share, the market closing price for the day prior to the closing date, for purposes of determining the number of shares of the exchange fund issued to the reporting person.
 These securities are directly held by TCV VII, L.P. ("TCV VII"). Timothy P. McAdam, Christopher P. Marshall, David L. Yuan, and five other individuals (collectively, the "TCM VII Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and Limited Partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the General Partner of TCM VII, which is the General Partner of TCV VII, L.P. The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (6) These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The TCM VII Directors are Class A Directors of Management VII and Limited Partners of TCM VII. Management VII is the General Partner of TCM VII, which is the General Partner of TCV VII (A). The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (7) These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VII Directors are Class A Directors of Management VII, which is a General Partner of TCV MF, and Limited Partners of TCV MF. The TCM VII Directors and Management VII may be deemed to beneficially own the securities held by TCV MF, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (8)
- (9)

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Restricted stock units ("RSUs") held of record by Timothy P. McAdam for the benefit of TCV VII Management, L.L.C. ("TCV VII Management"). Christopher P. Marshall and five other individuals (collectively, the "TCM Members") are members of TCV VII Management. Mr. McAdam and the TCM Members each disclaims beneficial ownership of such RSUs and the underlying shares of the Issuer's common stock except to the extent of their pecuniary interest therein.

- (10) Christopher P. Marshall is a General Partner of Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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