

Alarm.com Holdings, Inc.  
 Form 4  
 May 10, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 ABS Capital Partners V Trust

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 400 EAST PRATT STREET, SUITE 910  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/08/2017

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Former 10% Owner

BALTIMORE, MD 21202-3116  
 (City) (State) (Zip)

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

**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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |
| Common Stock                    | 05/08/2017                           |  | J <sup>(1)</sup>               | 2,000,000 D   | \$ 0 3,337,646  | D <sup>(2)</sup>   |  |

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)**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                  |
|--|---------------|-----------|---------|------------------|
|  | Director      | 10% Owner | Officer | Other            |
| ABS Capital Partners V Trust<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116 |               |           |         | Former 10% Owner |
| ABS Capital Partners, Inc.<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116   |               |           |         | Former 10% Owner |

## Signatures

|  |            |
|--|------------|
| /s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc., Trustee of ABS Capital Partners V Trust | 05/10/2017 |
| __Signature of Reporting Person  | Date       |
| /s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc.  | 05/10/2017 |
| __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) On May 8, 2017, ABS Capital Partners V Trust (the "ABS Trust") distributed 2,000,000 shares of the Issuer's Common Stock on a pro rata basis to its beneficiaries.
- (2) The shares of Common Stock are owned directly by the ABS Trust. ABS Capital Partners, Inc., as trustee of the ABS Trust, may be deemed to be the beneficial owner of the securities held by the ABS Trust. ABS Capital Partners, Inc. disclaims beneficial ownership of the securities held by the ABS Trust except to the extent of its 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. 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.