

Alarm.com Holdings, Inc.
Form 8-K
February 26, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 20, 2018

Alarm.com Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

8281 Greensboro Drive, Suite 100

001-37461
(Commission

File Number)

26-4247032
(IRS Employer

Identification No.)

22102

Tysons, Virginia
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (877) 389-4033

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Adoption of 2018 Bonus Plan

(e) On February 20, 2018, the Compensation Committee (the Compensation Committee) of the Board of Directors of Alarm.com Holdings, Inc. (the Company) approved the adoption of the Alarm.com Holdings Inc. 2018 Executive Bonus Plan (the Bonus Plan) for the Company's executive officers, including its named executive officers. The Bonus Plan is designed to award cash incentive payments for performance in 2018 to participants based on the Company's achievement of certain performance goals set by the Compensation Committee.

The Bonus Plan includes a three-tiered program for cash incentive payments to the Company's Section 16 officers. The first tier provides for cash incentive payments to the Company's Section 16 officers based on the Company's SaaS and license revenue during the fiscal year 2018 as compared to a pre-established 2018 SaaS and license revenue target. The second tier provides for cash incentive payments to the Company's Section 16 officers based on the Company's net income before interest and other income / (expense), net, provision for income taxes, amortization and depreciation expense, stock-based compensation expense, goodwill and intangible impairment charges, changes in fair value of acquisition related contingent liabilities, acquisition-related expense and legal costs incurred in connection with nonordinary course litigation, particularly costs involved in ongoing intellectual property litigation (Adjusted EBITDA) during the fiscal year 2018 as compared to a pre-established 2018 Adjusted EBITDA target. The third tier contemplates cash incentive payments to the Company's Section 16 officers based on the individual performance of each officer, to be awarded, in each case, at the discretion of the Compensation Committee, with input from the Company's Chief Executive Officer, except as to his own performance. Final payouts will be determined by the Compensation Committee and will be subject to such adjustments as the Compensation Committee may determine in its discretion.

The foregoing description of the terms of the Bonus Plan is qualified in its entirety by reference to the Bonus Plan, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------|---|
| 10.1 | <u>Alarm.com Holdings, Inc. 2018 Executive Bonus Plan</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALARM.COM HOLDINGS, INC.

Date: February 26, 2018

By: /s/ Steve Valenzuela
Steve Valenzuela
Chief Financial Officer