

Alarm.com Holdings, Inc.
Form 4
August 19, 2016

FORM 4

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

OMB APPROVAL

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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 LP

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2015

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
BALTIMORE, MD 21202-3116

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 (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/31/2015		J ⁽¹⁾	12,884,619 D \$ 0 0		D ⁽²⁾	
Common Stock	12/31/2015		J ⁽¹⁾	666,904 D \$ 0 0		I	By Limited Partnership ⁽³⁾
Common Stock	12/31/2015		J ⁽¹⁾	786,123 D \$ 0 0		I	By Limited Partnership ⁽⁴⁾

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

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
ABS CAPITAL PARTNERS V LP 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116		X		
ABS Capital Partners V Offshore, LP 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116		X		
ABS Capital Partners V-A L P 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116		X		
ABS Partners V LLC 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116		X		
ABS Partners V, L.P. 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116		X		

Signatures

/s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc., Trustee of ABS Capital Partners V Trust, as liquidating trust of ABS Capital Partners V, L.P.

08/19/2016

__Signature of Reporting Person

Date

08/19/2016

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/s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc., Trustee of ABS Capital Partners V Trust, as liquidating trust of ABS Capital Partners V Offshore, L.P.

__Signature of Reporting Person

Date

/s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc., Trustee of ABS Capital Partners V Trust, as liquidating trust of ABS Capital Partners V-A, L.P.

08/19/2016

__Signature of Reporting Person

Date

/s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc., Trustee of ABS Capital Partners V Trust, as liquidating trust of ABS Partners V, LLC.

08/19/2016

__Signature of Reporting Person

Date

/s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc., Trustee of ABS Capital Partners V Trust, as liquidating trust of ABS Partners V, L.P.

08/19/2016

__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 December 31, 2015, all remaining portfolio investments of ABS Capital Partners V, L.P. ("ABS Capital V"), ABS Capital Partners V Offshore, L.P. ("ABS Capital Offshore"), ABS Capital Partners V-A, L.P. ("ABS Capital V-A"), ABS Partners V, LLC (the "LLC") and ABS Partners V, L.P. ("ABS Partners V") (collectively, the "Funds") were transferred to ABS Capital Partners V Trust, a liquidating trust, for which ABS Capital Partners, Inc. serves as trustee, in connection with the dissolution and liquidation of the Funds.

(2) These shares were held directly by ABS Capital V. The LLC was the general partner of ABS Partners V, which was the general partner of ABS Capital V. Donald Hebb, Jr., Phillip Clough, John Stobo, Jr., Mark Anderson, Stephanie Carter, Ashoke Goswami, James Stevenson, Ralph Terkowitz, Timothy Weglicki and Laura Witt (collectively, the "ABS Managers") were the managing members of the LLC and, as such, shared voting and dispositive power over the shares held by ABC Capital V. None of the ABS Managers acting alone had voting or dispositive power over the shares held by ABS Capital V.

(3) These shares were held directly by ABS Capital V-A. The LLC was the general partner of ABS Partners V, which was the general partner of ABS Capital V-A. The ABS Managers were the managing members of the LLC and, as such, shared voting and dispositive power over the shares held by ABS Capital V-A. None of the ABS Managers acting alone had voting or dispositive power over the shares held by ABS Capital V-A.

(4) These shares were held directly by ABS Capital Offshore. The LLC was the general partner of ABS Partners V, which was the general partner of ABS Capital Offshore. The ABS Managers were the managing members of the LLC and, as such, shared voting and dispositive power over the shares held by ABS Capital Offshore. None of the ABS Managers acting alone had voting or dispositive power over the shares held by ABS Capital Offshore.

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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