

Alarm.com Holdings, Inc.
Form 3
August 19, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â ABS Capital Partners V Trust | | | 12/31/2015 | Alarm.com Holdings, Inc. [ALRM] | | |
| (Last) | (First) | (Middle) | | | | |
| 400 EAST PRATT STREET, SUITE 910 | | | | | | |
| (Street) | | | | (Check all applicable) | | |
| BALTIMORE,Â MDÂ 21202-3116 | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 14,337,646 ⁽¹⁾ | D ⁽²⁾ | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABS Capital Partners V Trust 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116 | ^ | ^ X | ^ | ^ |
| ABS Capital Partners, Inc. 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 | 08/19/2016 |
| __Signature of Reporting Person | Date |
| /s/ James E. Stevenson Jr., Managing Director of ABS Capital Partners, Inc. | 08/19/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Partners V Offshore, L.P., ABS Capital Partners V-A, L.P., ABS Partners V, LLC and ABS Partners V, L.P. (collectively, the "Funds") were transferred to ABS Capital Partners V Trust, a liquidating trust (the "ABS Trust"), for which ABS Capital Partners, Inc. serves as trustee, in connection with the dissolution and liquidation of the Funds.

The shares of Common Stock are owned directly by the ABS Trust. ABS Capital Partners, Inc., as trustee of the ABS Trust, may be
 - (2) 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.