

Marshall Christopher P
 Form 4
 September 10, 2018

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 *
 Technology Crossover Management VII, L.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)
 09/06/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ 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
 ___X___ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Stock | | | | | 5,309,108 | I | TCV VII, L.P. <u>(1)</u> |
| Common Stock | | | | | 2,757,144 | I | TCV VII (A), L.P. <u>(2)</u> |
| Common Stock | | | | | 50,199 | I | TCV Member Fund, L.P. <u>(3)</u> |
| Common Stock | | | | | 7,161 | I | TCV VII Management, L.L.C. <u>(4)</u> |
| | | | | | 210,195 | I | |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|----------------------------|---------|--|---|---|
| Common Stock | | | | | | | | | Hoag Family Trust U/A Dtd 8/2/94 ⁽⁵⁾ |
| Common Stock | | | | | | 210,195 | | I | Hamilton Investments Limited Partnership ⁽⁶⁾ |
| Common Stock | | | | | | 290,505 | | I | Goose Rocks Beach Partners, L.P. ⁽⁷⁾ |
| Common Stock | | | | | | 142,800 | | I | Reynolds Family Trust ⁽⁸⁾ |
| Common Stock | | | | | | 78,742 | | I | Marshall Carroll 2000 Trust ⁽⁹⁾ |
| Common Stock | | | | | | 931 | | I | Marshall Partners ⁽¹⁰⁾ |
| Common Stock | 09/06/2018 | S | 465 | D | \$ 52.8466 ⁽¹²⁾ | 6,004 | | I | Technology Crossover Management VII, L.P. ⁽¹¹⁾ |
| Common Stock | 09/06/2018 | S | 1,704 | D | \$ 53.4904 ⁽¹³⁾ | 4,300 | | I | Technology Crossover Management VII, L.P. ⁽¹¹⁾ |
| Common Stock | 09/06/2018 | S | 1,084 | D | \$ 54.6121 ⁽¹⁴⁾ | 3,216 | | I | Technology Crossover Management VII, L.P. ⁽¹¹⁾ |
| Common Stock | 09/06/2018 | S | 3,061 | D | \$ 55.5496 ⁽¹⁵⁾ | 155 | | I | Technology Crossover Management VII, L.P. ⁽¹¹⁾ |
| Common Stock | 09/06/2018 | S | 155 | D | \$ 56.2 ⁽¹⁶⁾ | 0 | | I | Technology Crossover Management VII, L.P. ⁽¹¹⁾ |
| Common Stock | 09/06/2018 | S | 921 | D | \$ 52.8678 ⁽¹⁸⁾ | 81,860 | | I | Robert W. Trudeau ⁽¹⁷⁾ |
| Common Stock | 09/06/2018 | S | 4,879 | D | \$ 53.4362 ⁽¹⁹⁾ | 76,981 | | I | Robert W. Trudeau ⁽¹⁷⁾ |

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| | | | | | | | | | | |
|--------------|------------|--|---|--------|---|-------------------|---------|--------|---|---|
| Common Stock | 09/06/2018 | | S | 23,600 | D | \$ <u>(20)</u> | 54.0897 | 53,381 | I | Robert W. Trudeau ⁽¹⁷⁾ |
| Common Stock | 09/06/2018 | | S | 30,600 | D | \$ <u>(21)</u> | 55.1955 | 22,781 | I | Robert W. Trudeau ⁽¹⁷⁾ |
| Common Stock | 09/06/2018 | | S | 17,781 | D | \$ <u>(22)</u> | 56.0018 | 5,000 | I | Robert W. Trudeau ⁽¹⁷⁾ |
| Common Stock | 09/07/2018 | | S | 1,400 | D | \$ <u>(23)</u> | 55.4958 | 3,600 | I | Robert W. Trudeau ⁽¹⁷⁾ |
| Common Stock | 09/07/2018 | | S | 3,600 | D | \$ <u>(24)</u> | 56.432 | 0 | I | Robert W. Trudeau ⁽¹⁷⁾ |
| Common Stock | 09/07/2018 | | S | 41,725 | D | \$ <u>(26)</u> | 55.3218 | 9,623 | I | Drew Family Trust dated 10/5/2004 ⁽²⁵⁾ |
| Common Stock | 09/07/2018 | | S | 9,623 | D | \$ <u>(27)</u> | 56.3728 | 0 | I | Drew Family Trust dated 10/5/2004 ⁽²⁵⁾ |
| Common Stock | 09/07/2018 | | S | 25,543 | D | \$ <u>(26)</u> | 55.3218 | 5,891 | I | Ten 271 Partners B ⁽²⁸⁾ |
| Common Stock | 09/07/2018 | | S | 5,891 | D | \$ <u>(27)</u> | 56.3728 | 0 | I | Ten 271 Partners B ⁽²⁸⁾ |

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

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.

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(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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Title | |

| Date Exercisable | Expiration Date | Amount or Number of Shares |
|---------------------|--------------------|--|
|---------------------|--------------------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | May be part of a 13(d) group |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | May be part of a 13(d) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | May be part of a 13(d) group |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | May be part of a 13(d) group |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | May be part of a 13(d) group |
| Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | | X | | May be part of a 13(d) group |
| Marshall Christopher P 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 Technology Crossover Management VII,
L.P.

09/10/2018

**Signature of Reporting Person

Date

Frederic D. Fenton, Authorized Signatory for Jay C. Hoag

09/10/2018

**Signature of Reporting Person

Date

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| | |
|--|------------|
| Frederic D. Fenton, Authorized Signatory for Richard H. Kimball | 09/10/2018 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for Jon Q. Reynolds, Jr. | 09/10/2018 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for John L. Drew | 09/10/2018 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for Robert W. Trudeau | 09/10/2018 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized Signatory for Christopher P. Marshall | 09/10/2018 |
| __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) These securities are directly held by TCV VII, L.P. ("TCV VII"). Timothy P. McAdam, Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, Robert W. Trudeau and David L. Yuan (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.
- (2) 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.
- (3) 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.
- (4) Restricted stock units ("RSUs") held of record by Timothy P. McAdam for the benefit of TCV VII Management, L.L.C. ("TCV VII Management"). Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, and Robert W. Trudeau (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.
- (5) Jay C. Hoag is the Trustee of the Hoag Family Trust U/A Dtd 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (6) Jay C. Hoag is a General Partner of Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) Richard H. Kimball is a General Partner of Goose Rocks Beach Partners, L.P. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (8) Jon Q. Reynolds is a Trustee of the Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) 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.
- (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.
- (11)

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These securities are directly held by TCM VII. The TCM VII Directors are Class A Directors of Management VII, which is the General Partner of TCM VII and Limited Partners of TCM VII. The TCM VII Directors and Management VII may be deemed to beneficially own the securities held by TCM VII, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (12) This number represents a weighted average sales price. The shares were sold at prices ranging from \$52.59 to \$52.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (13) This number represents a weighted average sales price. The shares were sold at prices ranging from \$53.00 to \$53.90. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (14) This number represents a weighted average sales price. The shares were sold at prices ranging from \$54.33 to \$54.94. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (15) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.03 to \$55.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (16) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.00 to \$56.04. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (17) Shares held directly by Robert W. Trudeau.
- (18) This number represents a weighted average sales price. The shares were sold at prices ranging from \$52.63 to \$52.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (19) This number represents a weighted average sales price. The shares were sold at prices ranging from \$53.00 to \$53.85. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (20) This number represents a weighted average sales price. The shares were sold at prices ranging from \$54.00 to \$54.91. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (21) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.00 to \$55.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (22) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.00 to \$56.04. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (23) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.15 to \$55.92. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (24) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.07 to \$56.65. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (25) John L. Drew is a Trustee of the Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (26) This number represents a weighted average sales price. The shares were sold at prices ranging from \$55.08 to \$55.99. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (27) This number represents a weighted average sales price. The shares were sold at prices ranging from \$56.00 to \$56.73. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- (28) John L. Drew is a General Partner of Ten 271 Partners B. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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Remarks:

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Timothy P. McAdam and

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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