

Alarm.com Holdings, Inc.  
Form 4  
July 09, 2015

**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 \*  
TERKOWITZ RALPH S

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)  
07/08/2015

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

(Street)  
BALTIMORE, MD 21202

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	07/08/2015		S		471,794 (1)	D	\$ 13.02 12,884,619	I	By: Limited Partnership (2)
Common Stock	07/08/2015		S		24,420 (3)	D	\$ 13.02 666,904	I	By: Limited Partnership (4)
Common Stock	07/08/2015		S		28,786 (5)	D	\$ 13.02 786,123	I	By: Limited Partnership (6)

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)

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 Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TERKOWITZ RALPH S 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202	X	X		

## Signatures

/s/Jennifer Moyer,  
Attorney-in-Fact

07/09/2015

\_\_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 shares were sold by ABS Capital Partners V, L.P. ("ABS Capital V") (See Footnote (2) herein).  
These shares are owned by ABS Capital V. The Reporting Person is a manager of ABS Partners V, LLC (the "LLC"), the general partner of ABS Partners V, L.P ("ABS Partners V"), which is the general partner of ABS Capital V and, as such, exercises voting and dispositive power over the shares held by ABS Capital V. The Reporting Person disclaims beneficial ownership of the shares held by ABS Capital V, except to the extent of his pecuniary interest therein.
  - (2) These shares were sold by ABS Capital Partners V-A, L.P. ("ABS Capital V-A") (See Footnote (4) herein).
  - (4) These shares are owned by ABS Capital V-A. The Reporting Person is a manager of the LLC, the general partner of ABS Partners V, which is the general partner of ABS Capital V-A and, as such, exercises voting and dispositive power over the shares held by ABS

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Capital V-A. The Reporting Person disclaims beneficial ownership of the shares held by ABS Capital V-A, except to the extent of his pecuniary interest therein.

- (5) These shares were sold by ABS Capital Partners V Offshore, LP ("ABS Capital Offshore") (See Footnote (6) herein).

These shares are owned by ABS Capital Offshore. The Reporting Person is a manager of the LLC, the general partner of ABS Partners V, which is the general partner of ABS Capital Offshore and, as such, exercises voting and dispositive power over the shares held by ABS

- (6) Capital Offshore. The Reporting Person disclaims beneficial ownership of the shares held by ABS Capital Offshore, except to the extent of his 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.

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