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

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ABS CAPITAL PARTNERS V LP

(Last) (First) (Middle)

C/O ABS CAPITAL PARTNERS,, 400 EAST PRATT STREET, SUITE 910

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Alarm.com Holdings, Inc. [ALRM]

3. Date of Earliest Transaction (Month/Day/Year)
07/08/2015

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)
_____ Other (specify below)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/08/2015		S		471,794 (1)	D	$ 13.02	12,884,619	D (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X		
ABS Capital Partners V Offshore, LP C/O ABS CAPITAL PARTNERS 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X		
ABS Capital Partners V-A L P C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X		
ABS Partners V LLC C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X		
ABS Partners V, L.P. C/O ABS CAPITAL PARTNERS, 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202		X		

Signatures

ABS Capital Partners V, L.P., By:/s/ Jennifer Moyer, Attorney-in-Fact	07/09/2015
**Signature of Reporting Person	Date
ABS Capital Partners V Offshore, L.P., By:/s/Jennifer Moyer, Attorney-in-Fact	07/09/2015
**Signature of Reporting Person	Date
ABS Capital Partners V-A, L.P., By:/s/Jennifer Moyer, Attorney-in-Fact	07/09/2015
**Signature of Reporting Person	Date
ABS Partners V LLC, By:/s/Jennifer Moyer, Attorney-in-Fact	07/09/2015
**Signature of Reporting Person	Date
ABS Partners V, L.P., By:/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).

(2) These shares are held directly by ABS Capital V. ABS Partners V, LLC (the "LLC") is the general partner of ABS Partners V, L.P. ("ABS Partners V"), which is 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, a director of the Issuer, Timothy Weglicki and Laura Witt (collectively, the "ABS Managers") are the managing members of the LLC and, as such, share voting and dispositive power over the shares held by ABC Capital V. None of the ABS Managers acting alone have voting or dispositive power over the shares held by ABS Capital V.

(3) These shares were sold by ABS Capital Partners V-A, L.P. ("ABS Capital V-A") (See Footnote (4) herein).

(4) These shares are held directly by ABS Capital V-A. The LLC is the general partner of ABS Partners V, which is the general partner of ABS Capital V-A. The ABS Managers are the managing members of the LLC and, as such, share voting and dispositive power over the shares held by ABS Capital V-A. None of the ABS Managers acting alone have voting or dispositive power over the shares held by ABS Capital V-A.

(5) These shares were sold by ABS Capital Partners Offshore, L.P. ("ABS Capital Offshore") (See Footnote (6) herein).

(6) These shares are held directly by ABS Capital Offshore. The LLC is the general partner of ABS Partners V, which is the general partner of ABS Capital Offshore. The ABS Managers are the managing members of the LLC and, as such, share voting and dispositive power over the shares held by ABS Capital Offshore. None of the ABS Managers acting alone have 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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