

Alarm.com Holdings, Inc.
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Alarm.com Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

011642105

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. **011642105**

13 G

1 NAMES OF REPORTING PERSONS

Stephen Trundle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b) **(1)**

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES **2,963,594**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **130,118**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **2,963,594**
8 SHARED DISPOSITIVE POWER

WITH

130,118

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,093,712

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.6% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) This Schedule 13G is filed by Stephen Trundle, The Stephen Trundle 2015 4 Year GRAT (4 Yr GRAT), The Stephen Trundle 2015 Gift Trust (the Trust), and Backbone Partners, LLC (Backbone), (together, the Reporting Persons). Mr. Trundle serves as the sole trustee and primary beneficiary of the 4 Yr GRAT and has the sole power to vote and dispose of the shares held by Backbone. In addition, because members of Mr. Trundle s immediate family are both the trustee of the Trust and beneficiaries of the Trust, the shares held by the Trust are included herein. However, Mr. Trundle disclaims beneficial ownership of the shares held by the Trust. The Reporting Persons may be deemed a group for purposes of Section 13 of the Exchange Act and expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) This percentage is calculated based on (i) 47,140,413 shares of the Issuer s Common Stock reported to be outstanding as of November 1, 2017 by the Issuer in the Issuer s most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on November 9, 2017, and (ii) 455,526 options exercisable within 60 days of December 31, 2017.

CUSIP NO. **011642105**

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1 NAMES OF REPORTING PERSONS

Stephen Trundle 2015 4 Year GRAT

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5 SOLE VOTING POWER

NUMBER OF

SHARES **204,642**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **204,642**
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,642

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) This Schedule 13G is filed by Stephen Trundle, the 4 Yr GRAT, the Trust, and Backbone. Mr. Trundle serves as the sole trustee and primary beneficiary of the 4 Yr GRAT and has the sole power to vote and dispose of the shares held by Backbone. In addition, because members of Mr. Trundle's immediate family are both the trustee of the Trust and beneficiaries of the Trust, the shares held by the Trust are included herein. However, Mr. Trundle disclaims beneficial ownership of the shares held by the Trust. The Reporting Persons may be deemed a group for purposes of Section 13 of the Exchange Act and expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) This percentage is calculated based on 47,140,413 shares of the Issuer's Common Stock reported to be outstanding as of November 1, 2017 by the Issuer in the Issuer's most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on November 9, 2017.

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1 NAMES OF REPORTING PERSONS

Stephen Trundle 2015 Gift Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b) **(1)**

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **130,118**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

130,118

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

130,118

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) This Schedule 13G is filed by the 4 Yr GRAT, the Trust, and Backbone. Mr. Trundle serves as the sole trustee and primary beneficiary of the 4 Yr GRAT and has the sole power to vote and dispose of the shares held by Backbone. In addition, because members of Mr. Trundle's immediate family are both the trustee of the Trust and beneficiaries of the Trust, the shares held by the Trust are included herein. However, Mr. Trundle disclaims beneficial ownership of the shares held by the Trust. The Reporting Persons may be deemed a group for purposes of Section 13 of the Exchange Act and expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) This percentage is calculated based on 47,140,413 shares of the Issuer's Common Stock reported to be outstanding as of November 1, 2017 by the Issuer in the Issuer's most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on November 9, 2017.

CUSIP NO. **011642105**

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1 NAMES OF REPORTING PERSONS

Backbone Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b) **(1)**

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **2,141,235**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **2,141,235**
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,141,235

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.5% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) This Schedule 13G is filed by the 4 Yr GRAT, the Trust, and Backbone. Mr. Trundle serves as the sole trustee and primary beneficiary of the 4 Yr GRAT and has the sole power to vote and dispose of the shares held by Backbone. In addition, because members of Mr. Trundle's immediate family are both the trustee of the Trust and beneficiaries of the Trust, the shares held by the Trust are included herein. However, Mr. Trundle disclaims beneficial ownership of the shares held by the Trust. The Reporting Persons may be deemed a group for purposes of Section 13 of the Exchange Act and expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) This percentage is calculated based on 47,140,413 shares of the Issuer's Common Stock reported to be outstanding as of November 1, 2017 by the Issuer in the Issuer's most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on November 9, 2017.

CUSIP NO. 011642105

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Introductory Note: This statement on Schedule 13G is filed on behalf of the Reporting Persons, in respect of shares of Common Stock (Common Stock) of Alarm.com Holdings, Inc. (the Issuer).

Item 1(a) Name of Issuer:

Alarm.com Holdings, Inc.

Item 1(b) Address of Issuer s principal executive offices:

8281 Greensboro Drive, Suite 100
Tysons, VA 22102

Items 2(a) Name of Reporting Persons filing:

Stephen Trundle
The Stephen Trundle 2015 4 Year GRAT (4 Yr GRAT)
The Stephen Trundle 2015 Gift Trust (the Trust)
Backbone Partners, LLC (Backbone)

Item 2(b) Address or principal business office or, if none, residence:

The address of the principal business office of Mr. Trundle, the 4 Yr GRAT, and Backbone is c/o Alarm.com Holdings, Inc., 8281 Greensboro Drive, Suite 100, Tysons, VA 22102

The address of the principal business office of the Trust is 575 Madison Avenue, Suite 7D, New York, New York 10022

Item 2(c) Citizenship:

Name	Citizenship or Place of Organization
Stephen Trundle	United States of America
4 Yr GRAT	Virginia
Trust	Virginia
Backbone	Delaware

Item 2(d) Title of class of securities:

Common Stock, \$0.01 par value per share

Item 2(e) CUSIP No.:

011642105

Item 3

If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filings is a:

Not applicable.

Item 4 Ownership

The following information with respect to the ownership of Common Stock of the Issuer by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2017.

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Reporting Persons	Shares of	Sole	Shared	Sole	Shared	Beneficial	Percentage
	Common						
	Stock Held	Power	Power	Power	Power	Ownership	of
	Directly						Class
							(1)
Stephen Trundle (1)(3)(4)	617,717	2,963,594	130,118	2,963,594	130,118	3,093,712	6.6%
4 Yr GRAT (2)(3)(4)	204,642	204,642	0	204,642	0	204,642	0.4%
Trust (2)(3)(4)	130,118	0	130,118	0	130,118	130,118	0.3%
Backbone (2)(3)(4)	2,141,235	2,141,235	0	2,141,235	0	2,141,235	4.5%

- (1) This percentage is calculated based on (i) 47,140,413 shares of the Issuer's Common Stock reported to be outstanding as of November 1, 2017 by the Issuer in the Issuer's most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on November 9, 2017, and (ii) 455,526 options exercisable within 60 days of December 31, 2017.
- (2) This percentage is calculated based on 47,140,413 shares of the Issuer's Common Stock reported to be outstanding as of November 1, 2017 by the Issuer in the Issuer's most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on November 9, 2017.
- (3) Mr. Trundle owns 162,191 shares of the Issuer's Common Stock and options to purchase 455,526 shares of the Issuer's Common Stock that are exercisable within 60 days of December 31, 2017. The 4 Yr GRAT owns 204,642 shares of the Issuer's Common Stock, the Trust owns 130,118 shares of the Issuer's Common Stock and Backbone owns 2,141,235 shares of the Issuer's Common Stock. Mr. Trundle serves as the sole trustee and primary beneficiary of the 4 Yr GRAT and has the sole power to vote and dispose of the shares held by Backbone.
- (4) In addition, because members of Mr. Trundle's immediate family are both the trustee of the Trust and beneficiaries of the Trust, the shares held by the Trust are included herein. However, Mr. Trundle disclaims beneficial ownership of the shares held by the Trust. The Reporting Persons may be deemed a group for purposes of Section 13 of the Exchange Act and expressly disclaim status as a group for purposes of this Schedule 13G.

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ().

Item 6 Ownership of More than Five Percent on Behalf of Another Person

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certifications

Not applicable.

CUSIP NO. 011642105

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

By: /s/ Stephen Trundle
Stephen Trundle

STEPHEN TRUNDLE 2015 4 YR GRAT

BY: Stephen Trundle
ITS: Sole Trustee

By: /s/ Stephen Trundle

STEPHEN TRUNDLE 2015 GIFT TRUST

BY: W. Scott Trundle III
ITS: Trustee

By: /s/ W. Scott Trundle III

BACKBONE PARTNERS, LLC

BY: Stephen Trundle
ITS: Sole Member

By: /s/ Stephen Trundle

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Exhibit(s):

Exhibit 99.1: Joint Filing Statement

CUSIP No. 011642105

**13G
AGREEMENT**

Exhibit 99.1

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of Common Stock of Alarm.com Holdings, Inc.

Dated: February 14, 2018

By: /s/ Stephen Trundle
Stephen Trundle

STEPHEN TRUNDLE 2015 4 YR GRAT

BY: Stephen Trundle
ITS: Sole Trustee

By: /s/ Stephen Trundle

STEPHEN TRUNDLE 2015 GIFT TRUST

BY: W. Scott Trundle III
ITS: Trustee

By: /s/ W. Scott Trundle III

BACKBONE PARTNERS, LLC

BY: Stephen Trundle
ITS: Sole Member

By: /s/ Stephen Trundle