

Durchslag Scott A
Form 4
October 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
Durchslag Scott A

(Last) (First) (Middle)
ANGIE'S LIST, INC., 1030 EAST WASHINGTON STREET
(Street)

INDIANAPOLIS, IN 46202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Angie's List, Inc. [ANGI]

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/29/2017 | | D | V | \$ 0 (1) | 0 | D |

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)

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options (right to buy) | \$ 5.21 | 09/29/2017 | | D | 471,522 | (2) 09/08/2025 | Common Stock 471,522 (2) |
| Restricted Stock Units (RSU) | \$ 0 (3) | 09/29/2017 | | D | 239,923 | (4) (5) | Common Stock 239,923 (4) |
| Performance Restricted Stock Units (PRSU) | (3) | 09/29/2017 | | D | 328,309 | (6) (7) | Common Stock 328,309 (6) |
| Stock Options (right to buy) | \$ 8.82 | 09/29/2017 | | D | 289,270 | (2) 02/26/2026 | Common Stock 289,270 (2) |
| Restricted Stock Units (RSU) | \$ 0 (3) | 09/29/2017 | | D | 98,392 | (4) (5) | Common Stock 98,392 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Durchslag Scott A ANGIE'S LIST, INC. 1030 EAST WASHINGTON STREET INDIANAPOLIS, IN 46202 | X | | President & CEO | |

Signatures

/s/ Shannon M. Shaw, as Attorney-in-fact 10/03/2017

**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) On September 29, 2017, the closing date of the transactions (the "Closing") contemplated by the Agreement and Plan of Merger, dated as of May 1, 2017, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of August 26, 2017 (the "Merger Agreement"), by and among Angie's List, Inc. ("Angie's List"), IAC/InterActiveCorp, ANGI Homeservices Inc. ("ANGI Homeservices")

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and Casa Merger Sub, Inc., the outstanding shares of common stock of Angie's List ("Angie's List Common Stock") held by the Reporting Person were cancelled and converted on a 1:1 basis into shares of Class A common stock of ANGI Homeservices ("ANGI Homeservices Class A Common Stock").

(2) In connection with the Closing and pursuant to the Merger Agreement, the outstanding options to purchase shares of Angie's List Common Stock were converted on a 1:1 basis into options to purchase shares of ANGI Homeservices Class A Common Stock, subject to the same terms and conditions, including vesting and the per share exercise price, as applied to such options to purchase Angie's List Common Stock immediately prior to the Closing. The unvested portion of these options was subsequently accelerated in full upon the termination of the Reporting Person on October 1, 2017 in connection with the Closing.

(3) Each RSU/PRSU represents a contingent right to receive one share of the Issuer's common stock upon settlement, and there is no exercise price associated with the RSUs.

(4) In connection with the Closing and pursuant to the Merger Agreement, the outstanding Angie's List RSUs were converted on a 1:1 basis into RSUs for shares of ANGI Homeservices Class A Common Stock, subject to the same terms and conditions as applied to such RSUs for shares of Angie's List Common Stock immediately prior to the Closing. Upon the termination of the Reporting Person on October 1, 2017 in connection with the Closing, the vesting of the RSUs was subsequently accelerated in full, resulting in the conversion of such RSUs into shares of ANGI Homeservices Class A Common Stock.

(5) There is no expiration date with respect to RSUs.

(6) In connection with the Closing and pursuant to the Merger Agreement, the outstanding Angie's List PRSUs, which were a component of the Reporting Person's at-hire PRSU grant, were converted on a 1:1 basis into PRSUs for shares of ANGI Homeservices Class A Common Stock, subject to the same terms and conditions as applied to such PRSUs for shares of Angie's List Common Stock immediately prior to the Closing. Upon the termination of the Reporting Person on October 1, 2017 in connection with the Closing, the vesting of the third tranche of the at-hire PRSU grant, representing 89,538 PRSUs, which was earned on June 15, 2017, was subsequently accelerated in full, resulting in the conversion of such PRSUs into shares of ANGI Homeservices Class A Common Stock, while the fourth tranche of the at-hire PRSU grant, representing 238,771 PRSUs, was forfeited as the applicable stock price target was not achieved.

(7) Once earned, there is no expiration date with respect to PRSUs.

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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