

Sands Michael D
Form 4
October 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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).

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 *
Sands Michael D

(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)

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 | 20,101 | D \$ 0 (1) | 0 | D |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Sands Michael D - Form 4

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (right to buy) | \$ 8.74 | 09/29/2017 | | D | 13,713 | (2) 04/04/2026 | Common Stock | 13,713 |
| Restricted Stock Units (RSU) | (3) | 09/29/2017 | | D | 12,664 | (4) (5) | Common Stock | 12,664 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sands Michael D ANGIE'S LIST, INC. 1030 EAST WASHINGTON STREET INDIANAPOLIS, IN 46202 | | X | | |

Signatures

/s/ Shannon M. Shaw, as
Attorney-in-fact
Date: 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") 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, which were fully vested at the time of the Closing, 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 the per share exercise price, as applied to such options to purchase Angie's List Common Stock immediately prior to the Closing.

(3) Each RSU 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.

Edgar Filing: Sands Michael D - Form 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

- (4) for shares of Angie's List Common Stock immediately prior to the Closing. Upon conclusion of the Reporting Person's service as a member of the Angie's List Board of Directors, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.