

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ramos Daniel</u>			2. Issuer Name and Ticker or Trading Symbol <u>Alarm.com Holdings, Inc. [ ALRM ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP-Corporate Development</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/10/2018</u>					
C/O ALARM.COM HOLDINGS, INC. 8281 GREENSBORO DRIVE SUITE 100			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)	(City)	(State) (Zip)						
TYSONS	VA	22102						

**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	09/10/2018		M		14,250	A	\$4	79,402 <sup>(1)</sup>	D	
Common Stock	09/10/2018		M		4,800	A	\$11.55	84,202	D	
Common Stock	09/10/2018		M		7,750	A	\$15.02	91,952	D	
Common Stock	09/10/2018		M		2,666	A	\$32.17	94,618	D	
Common Stock	09/10/2018		M		833	A	\$37.74	95,451	D	
Common Stock	09/10/2018		S		50,399	D	\$56.31 <sup>(2)</sup>	45,052	D	
Common Stock	09/10/2018		G	V	1,000	D	\$0.00	44,052	D	
Common Stock	09/11/2018		S		722	D	\$57	43,330	D	
Common Stock	09/12/2018		S		19,178	D	\$56.88 <sup>(3)</sup>	24,152	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$4	09/10/2018		M			14,250	(4)	12/23/2023	Common Stock	14,250	\$0.00	750	D	
Employee Stock Option (Right to Buy)	\$11.55	09/10/2018		M			4,800	(5)	05/15/2025	Common Stock	4,800	\$0.00	2,400	D	
Employee Stock Option (Right to Buy)	\$15.02	09/10/2018		M			7,750	(6)	02/14/2026	Common Stock	7,750	\$0.00	7,250	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$32.17	09/10/2018		M			2,666	(7)	05/14/2027	Common Stock	2,666	\$0.00	7,334	D	
Employee Stock Option (Right to Buy)	\$37.74	09/10/2018		M			833	(8)	03/31/2028	Common Stock	833	\$0.00	9,167	D	

**Explanation of Responses:**

- Includes 152 shares acquired under the Alarm.com Holdings, Inc. 2015 Employee Stock Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$57.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.75 to \$57.035, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- Immediately exercisable. The option vests with respect to 20% of the shares on December 23, 2014 and, with respect to 1/48th of the remaining shares, the option vests on the first day of each month thereafter over the following four years, subject to the Reporting Person's continuous service through each vesting date. On the date of event requiring this filing, 14,250 shares were fully vested.
- Immediately exercisable. The option vests with respect to 20% of the shares on May 15, 2016 and, with respect to 1/48th of the remaining shares, the option vests on the first day of each month thereafter over the following four years, subject to the Reporting Person's continuous service through each vesting date. On the date of event requiring this filing, 4,800 shares were fully vested.
- Immediately exercisable. The option vests with respect to 20% of the shares on February 15, 2017 and, with respect to 1/48th of the remaining shares, the option vests on the first day of each month thereafter over the following four years, subject to the Reporting Person's continuous service through each vesting date. On the date of event requiring this filing, 7,750 shares were fully vested.
- This option vests and becomes exercisable in sixty (60) equal monthly instalments on the 1st day of each calendar month beginning on June 1, 2017, subject to the Reporting Person's continued service with the Issuer through each such date. On the date of event requiring this filing, 2,666 shares were fully vested.
- This option vests and becomes exercisable in sixty (60) equal monthly instalments on the 1st day of each calendar month beginning on May 1, 2018, subject to the Reporting Person's continued service with the Issuer through each such date. On the date of event requiring this filing, 833 shares were fully vested.

**Remarks:**

/s/ Daniel Ramos                      09/12/2018

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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