

HOWELL J MARK
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 *
HOWELL J MARK

(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)
Chief Operating Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 09/29/2017 | | | D | 103,967 | D | \$ 0 (1) |
| | | | | | 0 | | 0 |

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) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Options (right to buy) | \$ 17.99 | 09/29/2017 | | D | 210,436 | (2)(3) 03/04/2023 | Common Stock | 210,436 |
| Stock Options (right to buy) | \$ 13.13 | 09/29/2017 | | D | 192,800 | (2)(4) 03/11/2024 | Common Stock | 192,800 |
| Stock Options (right to buy) | \$ 6.74 | 09/29/2017 | | D | 86,943 | (2)(5) 02/27/2025 | Common Stock | 86,943 |
| Restricted Stock Units (RSU) | (6) | 09/29/2017 | | D | 21,884 | (5)(7) (8) | Common Stock | 21,884 |
| Performance Stock Options (right to buy) | \$ 6.74 | 09/29/2017 | | D | 14,012 | (9) 02/27/2025 | Common Stock | 14,012 |
| Stock Options (right to buy) | \$ 8.82 | 09/29/2017 | | D | 87,457 | (2)(10) 02/26/2026 | Common Stock | 87,457 |
| Restricted Stock Units (RSU) | \$ 0 (6) | 09/29/2017 | | D | 46,060 | (7)(11) (8) | Common Stock | 46,060 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL J MARK ANGIE'S LIST, INC. 1030 EAST WASHINGTON STREET INDIANAPOLIS, IN 46202 | | | Chief Operating Officer | |

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") 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.

(3) These stock options were granted on March 4, 2013 and were fully vested prior to the Closing.

(4) These stock options were granted on March 11, 2014 and are vesting in four equal annual installments over a four-year period from the date of grant.

(5) These stock options and RSUs were granted on February 27, 2015 and are vesting in four equal annual installments over a four-year period from the date of grant.

(6) 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.

(7) 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, including vesting, as applied to such RSUs for shares of Angie's List Common Stock immediately prior to the Closing.

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

(9) The outstanding Angie's List performance stock options were earned as of September 29, 2017 and were henceforth subject to time-based vesting with 75% of such options scheduled to vest on February 27, 2018 and the remaining 25% of such options scheduled to vest on February 27, 2019. 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.

(10) These stock options were granted on February 26, 2016 and vested 25% on February 26, 2017 with the remaining 75% vesting in equal monthly installments over a three-year period thereafter.

(11) These RSUs were granted on February 26, 2016 and vested 25% on February 26, 2017 with the remaining 75% vesting in equal quarterly installments over a three-year period thereafter.

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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