

Clendening John S
Form 4
May 11, 2018

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 *
Clendening John S

2. Issuer Name and Ticker or Trading Symbol
BLUCORA, INC. [BCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6333 N STATE HIGHWAY 161,
STE 600

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2018

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

(Street)
IRVING, TX 75038

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 05/09/2018 | | M | | \$ 4.98 624,392 | D | |
| Common Stock | 05/09/2018 | | S ⁽¹⁾ | | \$ 27.65 623,176 | D | |
| Common Stock | 05/09/2018 | | S ⁽¹⁾ | | \$ 29.13 599,076 | D | |
| Common Stock | 05/09/2018 | | S ⁽¹⁾ | | \$ 29.79 598,476 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------|---|
| Common Stock | 05/09/2018 | S ⁽¹⁾ | 500 | D | \$ 27.66 | 597,976 | D |
| | | | | | (2) | | |
| Common Stock | 05/09/2018 | S ⁽¹⁾ | 9,000 | D | \$ 29.09 | 588,976 | D |
| | | | | | (3) | | |
| Common Stock | 05/09/2018 | S ⁽¹⁾ | 100 | D | \$ 29.65 | 588,876 | D |
| Common Stock | 05/10/2018 | M | 70,834 | A | \$ 4.98 | 659,710 | D |
| | | | (5) | | | | |
| Common Stock | 05/10/2018 | F | 34,377 | D | \$ 32.9 | 625,333 | D |
| | | | (5) | | | | |

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.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 4.98 | 05/09/2018 | | M | 25,916 | (6) 04/04/2023 | Common Stock | 25,916 |
| Stock Option (Right to Buy) | \$ 4.98 | 05/10/2018 | | M | 70,834 | (6) 04/04/2023 | Common Stock | 70,834 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Clendening John S
6333 N STATE HIGHWAY 161, STE 600 X President and CEO
IRVING, TX 75038

Signatures

/s/ Wendy Walton, as Attorney-in-Fact for John S.
Clendening 05/11/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 9, 2017.
The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$27.15 to \$28.05. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide the full information regarding the number of shares sold at each separate price.
- (3) The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$28.60 to \$29.60. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide the full information regarding the number of shares sold at each separate price.
- (4) The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$29.65 to \$30.15. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide the full information regarding the number of shares sold at each separate price.
- (5) Represents a "net exercise" of outstanding stock options. The reporting person received 36,457 shares of common stock on net exercise of option to purchase 70,834 shares of common stock. The reporting person forfeited 34,377 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on May 10, 2018 of \$32.90
- (6) 15% of the total option vested on April 4, 2016. The remainder vested 33.33% on April 4, 2017, and approximately 16.67% vests at the end of each six-month period thereafter, such that the option will be fully vested on April 4, 2019.

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.