

Clendening John S
Form 4
May 11, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clendening John S

(Last) (First) (Middle)

6333 N STATE HIGHWAY 161,
STE 600

(Street)

IRVING, TX 75038

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BLUCORA, INC. [BCOR]

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

05/09/2018

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 and 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/09/2018		M	25,916	A \$ 4.98	624,392	D
Common Stock	05/09/2018		S ⁽¹⁾	1,216	D \$ 27.65	623,176	D
Common Stock	05/09/2018		S ⁽¹⁾	24,100	D \$ 29.13	599,076	D
Common Stock	05/09/2018		S ⁽¹⁾	600	D \$ 29.79	598,476	D

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

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

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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
IRVING, TX 75038

X

President and CEO

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
- (2) \$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.
- The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$28.60 to
- (3) \$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.
- The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$29.65 to
- (4) \$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.
- Represents a "net exercise" of outstanding stock options. The reporting person received 36,457 shares of common stock on net exercise of
- (5) 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.