

Clendening John S
Form 4
January 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)
01/03/2018

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 11/03/2017 | | G ⁽¹⁾ | V | 7,092 | D | \$ 0 561,393 | D |
| Common Stock | 11/08/2017 | | G ⁽¹⁾ | V | 2,059 | D | \$ 0 559,334 | D |
| Common Stock | 01/03/2018 | | F | | 7,270 ⁽²⁾ | D | \$ 22.75 552,064 | D |
| Common Stock | 01/05/2018 | | M | | 70,833 | A | \$ 4.98 622,897 | D |
| Common Stock | 01/05/2018 | | F | | 36,049 ⁽³⁾ | D | \$ 22.7 586,848 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|----------------|--|---|----------------------------|
| | | | | | V | (A) | (D) | | | |
| Common Stock | \$ 4.98 | 01/05/2018 | | M | | 70,833 | (4) 04/04/2023 | Common Stock | 70,833 | |

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

01/05/2018

_____*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) Reflects a charitable gift of securities by the reporting person.

This transaction represents the withholding by the Issuer of shares to pay taxes in connection with the vesting of restricted stock units.

(2) The timing and amount of the transaction were determined by the terms of the applicable restricted stock unit award and were not within the control of the Reporting Person.

(3) Represents a "net exercise" of outstanding stock options. The reporting person received 34,784 shares of common stock on the net exercise of options to purchase 70,833 shares of common stock. The reporting person forfeited 36,049 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on January 5, 2018 of \$22.70.

(4)

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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.