

HERINGTON HARRY

Form 4

February 26, 2019

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 *
HERINGTON HARRY

(Last) (First) (Middle)

**C/O NIC INC., 25501 WEST
VALLEY PARKWAY, SUITE 300**

(Street)

OLATHE, KS 66061

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NIC INC [EGOV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2019

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)

Chair of Board & 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2019		D ⁽¹⁾		37,631	D	\$ 0	1,105,590	D	
Common Stock	02/22/2019		J ⁽²⁾		2,176	A	\$ 0	1,107,766	D	
Common Stock	02/22/2019		F ⁽³⁾		30,310	D	\$ 17.26	1,077,456	D	
Common Stock	02/23/2019		F ⁽⁴⁾		3,729	D	\$ 17.26	1,073,727	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HERINGTON HARRY C/O NIC INC. 25501 WEST VALLEY PARKWAY, SUITE 300 OLATHE, KS 66061	X Chair of Board & CEO

Signatures

/s/ Josh Johnson, Attorney-in-Fact for Harry H.
Herington

02/26/2019

__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) Forfeiture of shares related to the previously reported performance-based restricted stock award granted on February 22, 2016. Such award represented the maximum number of shares that could be earned at the end of a three-year performance period ending December 31, 2018. The actual number of shares earned was based on the Company's performance related to specified performance criteria over the performance period.
- (2) Additional shares awarded to Reporting Person from stock dividends on earned performance-based restricted stock award granted on February 22, 2016.
- (3) Represents shares surrendered to NIC Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares.
- (4) Represents shares surrendered to NIC Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares.

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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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