## Edgar Filing: Q2 Holdings, Inc. - Form 4

Q2 Holding Form 4	gs, Inc.											
October 07	, 2016											
FOR	<b>M</b> 4		GEOU						<b>N</b> T	IB APPROVAL		
UNITED STATES SECU Wa					on, D.C. 2			COMMISSIO	N OMB			
Check this box if no longer subject to Section 16. Form 4 or Form 5 chliasticans				<b>SECU</b> 16(a) of	J <b>RITIES</b> the Secur	rities	Exchan	ge Act of 1934	Estima burden respon	ted average hours per		
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).												
(Print or Type	e Responses)											
Seale R. H. Symbol								5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	-	Ioldings, Inc. [QTWO] te of Earliest Transaction				(Check all applicable)				
(Month/				th/Day/Year) 5/2016				_X_Director _X_10% Owner Officer (give titleOther (specify below) below)				
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
AUSTIN, TX 78750					Form filed by More Person					ne Reporting		
(City)	(State)	(Zip)	Ta	ble I - Nor	1-Derivativ	e Seci	urities Ac	quired, Disposed	of, or Bene	ficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)							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	(D)	Price \$	(Illsu: 5 allu 4)		By RHS		
Common Stock	10/05/2016			S <u>(1)</u>	18,500	D	(2) (2)	3,630,954	Ι	Investments-I, L.P. $(3)$		
Common Stock	10/06/2016			S <u>(1)</u>	40,500	D	\$ 28.42 (4)	3,590,454	Ι	By RHS Investments-I, L.P. $(3)$		
Common Stock	10/07/2016			S <u>(1)</u>	23,000	D	\$ 28.28 (5)	3,567,454	Ι	By RHS Investments-I, L.P. $(3)$		
Common Stock								379,798	D			

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Common			By reporting
	21,737	I	person's
Stock	21,757	-	persons
			spouse

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.

# 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)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Unde Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
I B	Director	10% Owner	Officer	Other				
Seale R. H. 13785 RESEARCH BLVD. SUITE 150 AUSTIN, TX 78750	Х	Х						
Signatures								
/s/ M. Scott Kerr, attorney-in-fact	10	/07/2016						
<u>**</u> 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) Shares sold pursuant to Reporting Person's 10b5-1 Trading Plan.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.765 to \$29.085 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., or

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the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Shares held by RHS Investments-I, L.P. Seale, Inc. is the general partner of RHS Investments-I, L.P. R.H. "Hank" Seale, III is the president of Seale, Inc. and has voting and dispositive power over the shares held by RHS Investments-I, L.P.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.30 to \$28.60 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., or the staff of

(4) the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.105 to \$28.40 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., or

(5) \$22.105 to \$22.40 inclusive. Reporting Ferson indertakes to provide to Q2 frondings, inc., any security notice of Q2 frondings, inc., of the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.