

Stevenson Mathieu Frederic
Form 4
October 26, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stevenson Mathieu Frederic

(Last) (First) (Middle)

6333 N STATE HIGHWAY 161,
6TH FLOOR

(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)
10/24/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	10/24/2018		F	(A) or (D) 1,826 (1)	\$ 31.21 39,020	D	
Common Stock	10/25/2018		M	16,786 A	\$ 11.85 55,806	D	
Common Stock	10/25/2018		S(2)	20,158 D	\$ 31.3813 35,648 (3)	D	

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

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SEC 1474
(9-02)

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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)	\$ 11.85	10/25/2018		M	16,786	⁽⁴⁾ 10/24/2023	Common Stock	16,786

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stevenson Mathieu Frederic
6333 N STATE HIGHWAY 161, 6TH FLOOR
IRVING, TX 75038

Chief Marketing Officer

Signatures

/s/ Wendy Walton, as Attorney-in-Fact for Mathieu F.
Stevenson

10/26/2018

 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).

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

(1) 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.

(2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2017.

The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$30.95 to \$31.65. 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 option vests according to the following schedule: 33.33% vested on October 24, 2017, and approximately 16.67% will vest at the end of each six-month period thereafter, such that the option will be fully vested on October 24, 2019.

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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