Q2 Holdings, Inc. Form 4 September 25, 2015

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Anderson Adam D Issuer Symbol Q2 Holdings, Inc. [QTWO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 13785 RESEARCH BLVD., SUITE 09/24/2015 below) below) EVP, Chief Technology Officer

2. Issuer Name and Ticker or Trading

150

1. Name and Address of Reporting Person \*

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

**AUSTIN, TX 78750** 

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 09/24/2015 M 100,000 112,000 D 0.35 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Estimated average

burden hours per

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4. 5. Number of		6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ransactiorDerivative		Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and					
	Derivative									
	Security									
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous Number Shares
Stock Option (right to buy)	\$ 0.35	09/24/2015		M		100,000	02/15/2009(1)	02/15/2018	Common Stock	100,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Anderson Adam D 13785 RESEARCH BLVD. SUITE 150 AUSTIN, TX 78750

EVP, Chief Technology Officer

## **Signatures**

/s/ M. Scott Kerr, as attorney-in-fact 09/25/2015

\*\*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) This option grant vested as to 1/4 of the total option grant on February 15, 2009, and thereafter as to 1/48 of the total option grant monthly. The option becomes exercisable as it vests.

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.

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