

Clendening John S  
Form 4  
October 05, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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,  
6TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/04/2018

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                    | 10/04/2018                           |  | M                              | 55,000<br>(1)   | A \$ 4.98   | 668,564  | D   |
| Common Stock                    | 10/04/2018                           |  | M                              | 50,000<br>(2)   | A \$ 14.75  | 718,564  | D   |
| Common Stock                    | 10/04/2018                           |  | F                              | 26,132<br>(1)   | D \$ 37.01  | 692,432  | D   |
| Common Stock                    | 10/04/2018                           |  | F                              | 31,761<br>(2)   | D \$ 37.01  | 660,671  | D   |
| Common Stock                    | 10/04/2018                           |  | F                              | 27,872<br>(3)   | D \$ 37.06  | 632,799  | 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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SEC 1474  
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 4.98  | 10/04/2018                           |  | M                              | 55,000  | <sup>(4)</sup> 04/04/2023                                | Common Stock  | 55,000                        |
| Stock Option (Right to Buy)                | \$ 14.75   | 10/04/2018                           |  | M                              | 50,000  | <sup>(5)</sup> 01/03/2024                                | Common Stock  | 50,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Clendening John S<br>6333 N STATE HIGHWAY 161, 6TH FLOOR<br>IRVING, TX 75038 | X             |           | President and CEO |       |

## Signatures

/s/ Wendy Walton, as Attorney-in-Fact for John S. Clendening

10/05/2018

\*\*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).

Represents a "net exercise" of outstanding stock options. The reporting person received 28,868 shares of common stock on net exercise of (1) option to purchase 55,000 shares of common stock. The reporting person forfeited 26,132 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on October 3, 2018 of \$37.01.

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- Represents a "net exercise" of outstanding stock options. The reporting person received 18,239 shares of common stock on net exercise of
- (2) option to purchase 50,000 shares of common stock. The reporting person forfeited 31,761 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on October 3, 2018 of \$37.01.

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

- (3) 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.
- (4) 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.
- (5) 33.33% of the total option vested on January 3, 2018, and approximately 16.67% vests at the end of each six month period thereafter, such that the option will be fully vested on January 3, 2020.

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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