

Angie's List, Inc.  
Form 4  
March 01, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
Fox Thomas R

(Last) (First) (Middle)  
ANGIE'S LIST, INC., 1030 EAST WASHINGTON STREET  
(Street)

INDIANAPOLIS, IN 46202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Angie's List, Inc. [ANGI]

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2016

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)  
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 02/27/2016                           |  | M                              |   | 8,345<br>(1)  | A  | \$ 0 12,345 D                     |
| Common Stock                    | 02/27/2016                           |  | F                              |   | 2,782<br>(2)  | D  | \$ 0 9,563 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Restricted Stock Units (RSU)               | \$ 0 <sup>(3)</sup>                                    | 02/26/2016                           |  | A                              | 52,210  | <sup>(4)</sup> <sup>(5)</sup>                            | Common Stock  | 52,210                     |
| Stock Options (right to buy)               | \$ 8.82  | 02/26/2016                           |  | A                              | 95,937  | <sup>(6)</sup> 02/26/2026                                | Common Stock  | 95,937                     |
| Restricted Stock Units (RSU)               | <sup>(3)</sup>   | 02/27/2016                           |  | M                              | 8,345   | <sup>(7)</sup> <sup>(5)</sup>                            | Common Stock  | 8,345                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Fox Thomas R<br>ANGIE'S LIST, INC.<br>1030 EAST WASHINGTON STREET<br>INDIANAPOLIS, IN 46202 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Shannon M. Shaw, as  
Attorney-in-fact  
Date: 03/01/2016

\*\*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) Reflects the gross number of shares of common stock, before tax, that were to be acquired upon settlement of the corresponding RSUs listed in Table II. Actual shares were issued net of the minimum statutory tax withholding requirement to be paid by the Issuer on behalf of the reporting person.
- (2) Represents the number of shares required to be withheld by the Issuer on behalf of the reporting person to cover tax withholding obligations in connection with the vesting of the corresponding RSUs listed in Table II. This withholding is mandated by the Issuer's election of the "withhold to cover" option set forth under its Amended and Restated Omnibus Incentive Plan for the

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purposes of satisfying the tax obligations for RSU settlement transactions.

- (3) Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement, and there is no exercise price associated with the RSUs.
- (4) The RSUs vest such that one-fourth of the RSUs awarded vest on the first anniversary of the date of grant, and the remaining three-fourths of the RSUs awarded vest ratably on a quarterly basis over a three-year period thereafter.
- (5) There is no expiration date with respect to the RSUs granted. Units will either vest or be forfeited.
- (6) The stock options vest such that one-fourth of the stock options awarded vest on the first anniversary of the grant date, and the remaining three-fourths of the stock options awarded vest ratably on a monthly basis over a three-year period thereafter.
- (7) 33,382 of the RSUs began vesting in four equal annual installments on February 27, 2016. The remaining 37,091 RSUs vest on August 27, 2016.

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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