

Angie's List, Inc.
Form 4
September 10, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Durchslag Scott A

(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)

09/08/2015

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

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

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information contained in this form are not
required to respond unless the form
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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|--|------------------------------------|------------------|------------|---|-----------------------|-----|---------------------|--------------------|-----------------|---------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Share |
| Stock Options (right to buy) | \$ 5.21 | 09/08/2015 | A | | 471,522 | | <u>(1)</u> | 09/08/2025 | Common Stock | 471, |
| Restricted Stock Units (RSU) | \$ 0 <u>(2)</u> | 09/08/2015 | A | | 479,846 | | <u>(3)</u> | <u>(4)</u> | Common Stock | 479, |
| Performance Restricted Stock Units (PRSU) | \$ 0 <u>(5)</u> | 09/08/2015 | A | | 955,084 <u>(6)</u> | | <u>(7)</u> | <u>(8)</u> | Common Stock | 955, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Durchslag Scott A ANGIE'S LIST, INC. 1030 EAST WASHINGTON STREET INDIANAPOLIS, IN 46202 | X | | President & CEO | |

Signatures

/s/ Shannon M. Shaw, as
Attorney-in-fact
09/10/2015

__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) The stock options vest in four equal annual installments beginning on September 8, 2016.
- (2) 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.
- The RSUs vest such that one-fourth of the RSUs awarded vest on the first anniversary of the date of grant, and the remaining
- (3) three-fourths of the RSUs awarded vest ratably on a quarterly basis over a three year period thereafter, contingent on continued employment on such vesting dates.
- (4) There is no expiration date with respect to the RSUs granted. Units will either vest or be forfeited.
- (5) Each PRSU 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 PRSUs.
- The PRSUs consist of four tranches with separate performance criteria. Each tranche, representing 238,771 PRSUs, is earned upon
- (6) achievement of an average Company stock price over any 30 consecutive trading days that is (i) 40%, (ii) 70% (iii) 100% or (iv) 300%, respectively, above the stock price at market close on the date of grant.

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- (7) PRSUs earned prior to the first anniversary of the grant date vest one-half upon the first anniversary of the grant date, and the remaining one-half vest ratably on a quarterly basis over a one year period thereafter. PRSUs earned subsequent to the first anniversary of the grant date vest one-half upon achievement of the corresponding stock price target, and the remaining one-half vest ratably on a quarterly basis over a one year period thereafter, contingent on continued employment on such vesting dates.

- (8) Each of the first three PRSU tranches, representing 716,313 total PRSUs, expires if the corresponding individual stock price targets are not achieved within a three year performance period following the date of grant. The fourth PRSU tranche, comprised of 238,771 PRSUs, expires if the corresponding stock price target is not achieved within a four year performance period following the date of grant. Once earned, there is no expiration date with respect to the PRSUs granted. Units will either vest or be forfeited.

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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