

Q2 Holdings, Inc.
Form 4
October 01, 2015

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 *
Battery Management Corp.

(Last) (First) (Middle)
ONE MARINA PARK DRIVE,
SUITE 1100,

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Q2 Holdings, Inc. [QTWO]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | (A) or (D) | Price |
| Common Stock | 09/30/2015 | | S | | 557,185 (1) | D | \$ 24.3525 |
| | | | | | 3,254,998 (2) | I | |

See footnote (1)

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)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Battery Management Corp. ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | | | Former 10% Owner |
| Agrawal Neeraj C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | | | Former 10% Owner |
| CROTTY THOMAS J C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | | | Former 10% Owner |
| Feldman Jesse C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | | | Former 10% Owner |
| FRISBIE RICHARD D C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | | | Former 10% Owner |
| LAWLER KENNETH P C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | | | Former 10% Owner |
| Lee Roger H C/O BATTERY VENTURES ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | | | Former 10% Owner |

TABORS R DAVID
C/O BATTERY VENTURES
ONE MARINA PARK DRIVE, SUITE 1100
BOSTON, MA 02210

Former 10% Owner

TOBIN SCOTT R
C/O BATTERY VENTURES
ONE MARINA PARK DRIVE, SUITE 1100
BOSTON, MA 02210

Former 10% Owner

Signatures

| | |
|--|------------|
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Management Corp.) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Neeraj Agrawal) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Thomas J. Crotty) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Jesse R. Feldman) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Richard D. Frisbie) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Roger H. Lee) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of R. David Tabors) | 10/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin) | 10/01/2015 |
| __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) Consists of 551,670 shares sold by Battery Ventures IX, L.P. ("Battery Ventures IX") and 5,515 shares sold by Battery Investment Partners IX, LLC ("BIP IX"). Battery Partners IX, LLC ("BP IX") is the sole general partner of Battery Ventures IX and the sole managing member of BIP IX. BP IX's investment advisor is Battery Management Corp. (together with BP IX, the "Battery Companies"). Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Jesse Feldman, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members and officers of the Battery Companies and may be deemed to share voting and dispositive power over the shares held by Battery Ventures IX and BIP IX.
- (2) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

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Prior to the transaction reported hereby, the reporting persons beneficially owned more than 10% of a class of the Issuer's equi

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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