

Garapati Rekha
Form 3
January 25, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Garapati Rekha

(Last) (First) (Middle)

13785 RESEARCH
BLVD,Â SUITE 150

(Street)

AUSTIN,Â TXÂ 78750

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/18/2019

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
EVP, Products and Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

8,903 ⁽¹⁾

D

Â

Common Stock

8,903 ⁽²⁾

D

Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garapati Rekha 13785 RESEARCH BLVD SUITE 150 AUSTIN, TX 78750	Â	Â	Â EVP, Products and Operations	Â

Signatures

/s/ M. Scott Kerr, as attorney
in fact

01/25/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 grant of performance-based restricted stock units ("Units") under the 2014 Equity Incentive Plan. The target number of Units is presented in the table ("Target Amount"). Subject to continued employment, one-third (1/3) of the Target Amount is scheduled to vest annually ("Scheduled Amount"), on or about July 2 of each of 2019, 2020 and 2021. In each of the first two years the number of Units that actually vests will be 0% to 100% of the Scheduled Amount, and in the third year the number of Units that actually will vest will be 0% to 200% of the Target Amount, less the amount of any vesting in the first two years, in each case depending upon the performance of Q2 Holdings, Inc.'s common stock price as compared to the Russell 2000 Index, as more specifically set forth in the grant agreement. The maximum number of Units that may vest over three years is 200% of the Target Amount. Vested Units will be paid in an equal number of shares of Q2 Holdings, Inc. common stock.
- (1) Shares of stock acquired represent shares underlying Restricted Stock Units. The Restricted Stock Units vest annually in four equal installments beginning June 9, 2019.
- (2)

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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