

Angie's List, Inc.
Form 4
December 12, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
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)
12/08/2016

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Common Stock | 12/08/2016 | | M | | 29,990 (1) | A | \$ 0 220,047 D |
| Common Stock | 12/08/2016 | | M | | 59,692 (1) | A | \$ 0 279,739 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)

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 ⁽²⁾ | 12/08/2016 | | M | 29,990 | ⁽³⁾ | ⁽⁴⁾ | Common Stock | 29,990 |
| Performance Restricted Stock Units (PRSU) | ⁽²⁾ | 12/08/2016 | | M | 59,692 ⁽⁵⁾ | ⁽⁶⁾ | ⁽⁷⁾ | Common Stock | 59,692 |

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

12/12/2016

**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 number of shares of the Issuer's common stock that were acquired upon settlement of the corresponding RSUs/PRSUs listed in Table II.
- (2) Each RSU/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 RSUs/PRSUs.
- (3) On September 8, 2015, Mr. Durchslag was granted 479,846 RSUs, one-fourth of which vested on the first anniversary of the date of grant. The remaining three-fourths of the RSUs granted vest ratably on a quarterly basis over a three-year period from September 8, 2016, contingent upon 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.

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- (5) Represents quarterly installment of the vesting of the PRSUs described in Footnote 6. The remaining 179,076 PRSUs from the first and second tranches of this award will vest ratably over the next three quarters.

On September 8, 2015, Mr. Durchslag was granted 955,084 PRSUs, comprised of four individual tranches, each representing 238,771 PRSUs, with separate performance criteria. The first and second of the four PRSU tranches, representing 477,542 PRSUs, were earned during 2015 and commenced vesting as of the first anniversary of the date of grant.

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

The first and second of the four PRSU tranches were earned during 2015 and have commenced vesting. The third PRSU tranche expires if the corresponding stock price target is not achieved within a three-year performance period following the date of grant. The fourth PRSU tranche expires if the corresponding stock price target is not achieved within a four-year performance period following the date of grant.

- (7) 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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