Seale R. H. Form 4 April 08, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

(Middle)

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Seale R. H.

2. Issuer Name and Ticker or Trading Symbol

Q2 Holdings, Inc. [QTWO]

3. Date of Earliest Transaction

(Month/Day/Year) 04/03/2019

13785 RESEARCH BLVD., SUITE 150

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

AUSTIN, TX 78750

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Ac	quired, Disposed	l of, or Benef	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)	
Common Stock	04/03/2019		S <u>(1)</u>	72,092		\$ 68.6 (2)	2,106,454	I	By RHS Investments-I, L.P. (3)
Common Stock	04/04/2019		S <u>(1)</u>	74,000	D	\$ 65.74 <u>(4)</u>	2,032,454	I	By RHS Investments-I, L.P. (3)
Common Stock							381,737	D	
Common Stock							10,869	I	By Family Trust (5)
							10,868	I	

Common By Family Stock Trust (2) (5)

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

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.

SEC 1474

(9-02)

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

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
or Exercise	• ,	any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secur
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
Derivative				Securities			(Instr.	3 and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						·
				4, and 5)						
								Amount		
					Date	Expiration	Title			
					Exercisable	Date	ritte			
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Privative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise any Code of (Month/Day/Pear) Execution Date, if any Code of (Month/Day/Pear) (Instr. 8) Derivative Security Securit	Conversion of Exercise any Code of (Month/Day/Year) Price of (Month/Day/Year) Derivative Security Code of (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion of Exercise any Code of (Month/Day/Year) Under Security Execution Date, if any Code of (Month/Day/Year) Under Security Execution Date, if any Code of (Month/Day/Year) Under Security Executive Securities (Instr. 8) Derivative Securities (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) Title Exercisable Date Title	Conversion of Exercise any Code of (Month/Day/Year) any (Month/Day/Year) (Instr. 8) Derivative Securities Price of Derivative Security Security Expiration Date (Month/Day/Year) Underlying Securities Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Material Expiration Date Expiration Date Securities Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount of Month/Day/Year) Underlying Securities Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities Instr. 3 and 4)	Conversion of Exercise any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Price of Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Amount of Derivative Securities (Instr. 5) Derivative Securities (Instr. 3 and 4) Amount of Derivative Security Securities (Instr. 5) Instr. 5) Date Expiration Date (Instr. 3, 4, and 5) Amount of Date Expiration Date (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Seale R. H. 13785 RESEARCH BLVD. SUITE 150 AUSTIN, TX 78750	X						

Signatures

/s/ M. Scott Kerr,
attorney-in-fact 04/08/2019

**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) Shares sold pursuant to Reporting Person's 10b5-1 Trading Plan.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.97 to \$69.645 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price

Reporting Owners 2

Edgar Filing: Seale R. H. - Form 4

within the range set forth in this footnote.

- (3) Shares held by RHS Investments-I, L.P. Seale, Inc. is the general partner of RHS Investments-I, L.P. R.H. "Hank" Seale, III is the president of Seale, Inc. and has voting and dispositive power over the shares held by RHS Investments-I, L.P.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$67.38 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- These shares are held in trust for the benefit of a child of the reporting person. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.