

EMANS ERIC MICHAEL
Form 4
July 28, 2017

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 *
EMANS ERIC MICHAEL

2. Issuer Name and Ticker or Trading Symbol
BLUCORA, INC. [BCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6333 N STATE HIGHWAY 161,
STE 600

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(Street)
IRVING, TX 75038

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

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/27/2017 | | M | 48,604 | A \$ 9.81 | 144,908 | D |
| Common Stock | 07/27/2017 | | M | 27,469 | A \$ 12.97 | 172,377 | D |
| Common Stock | 07/27/2017 | | F | 52,276 (1) | D \$ 23.75 | 120,101 | D |

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

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 9.81 | 07/27/2017 | | M | 48,604 | <u>(2)</u> 01/04/2023 | Common Stock | 48,604 |
| Stock Option (Right to Buy) | \$ 12.97 | 07/27/2017 | | M | 27,469 | <u>(3)</u> 01/14/2022 | Common Stock | 27,469 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EMANS ERIC MICHAEL
6333 N STATE HIGHWAY 161, STE 600
IRVING, TX 75038

Chief Financial Officer

Signatures

/s/ Eric Emans 07/28/2017

**Signature of Date
Reporting Person

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) Represents a "net exercise" of outstanding stock options. The reporting person received 23,797 shares of common stock in connection with the net exercise of options to purchase 76,073 shares of common stock. The reporting person forfeited 52,276 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on July 27, 2017 of \$23.75.
- (2) The option vests according to the following schedule: 33.33% vested on January 2, 2017, and approximately 16.67% vests at the end of each six-month period thereafter, such that the option will be fully vested on January 2, 2019.
- (3) The option vests according to the following schedule: 33.33% vested on January 2, 2016, and approximately 16.67% vests at the end of each six-month period thereafter, such that the option will be fully vested on January 2, 2018.

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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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