

Durchslag Scott A
Form 4
September 11, 2017

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)

09/08/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 09/08/2017 | | M | (A) or (D) Amount 29,991 (1) | \$ 0 | 461,380 | D |
| Common Stock | 09/08/2017 | | M | (A) or (D) Amount 59,692 (1) | \$ 0 | 521,072 | D |
| Common Stock | 09/08/2017 | | F | (A) or (D) Amount 42,107 (2) | \$ 12.13 | 478,965 | D |

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 <u>(3)</u> | 09/08/2017 | | M | | 29,991 | | <u>(4)</u> | <u>(5)</u> | Common Stock | 29,991 |
| Performance Restricted Stock Units (PRSU) | <u>(3)</u> | 09/08/2017 | | M | | 59,692 <u>(6)</u> | | <u>(7)</u> | <u>(8)</u> | 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

09/11/2017

 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).

Reflects the gross number of shares of the Issuer's common stock, before tax, that were to be acquired upon settlement of the
(1) corresponding RSUs/PRSUs listed in Table II. Actual shares were issued net of shares withheld by the Issuer on behalf of the reporting person for tax purposes.

Represents the number of shares of the Issuer's common stock withheld by the Issuer on behalf of the reporting person to be applied
(2) toward the tax obligation created by the vesting of the corresponding RSUs/PRSUs listed in Table II. This withholding was completed pursuant to an election of the "withhold to cover" option set forth under the Amended and Restated Omnibus Incentive Plan for such purposes.

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- (3) 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.

(4) 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 are vesting ratably on a quarterly basis over a three-year period from September 8, 2016, contingent upon continued employment on such vesting dates.

(5) There is no expiration date with respect to the RSUs granted. Units will either vest or be forfeited.

(6) Represents the final installment of the vesting of the first and second tranches of the PRSUs described in Footnote 7.

(7) 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. The third PRSU tranche, representing 238,771 PRSUs, was earned on June 15, 2017 and commenced vesting as of that date. If earned, the fourth PRSU tranche would vest one-half upon achievement of the corresponding stock price target, and the remaining one-half of the tranche would vest ratably on a quarterly basis over a one-year period thereafter, contingent upon continued employment on such vesting dates.

(8) The first, second and third tranches have been earned and commenced vesting. 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. 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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