

Q2 Holdings, Inc.
Form 4
March 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
ADAMS STREET PARTNERS LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE NORTH WACKER
DRIVE, SUITE 2200

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2017

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

(Street)

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

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

CHICAGO, IL 60606

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------|---|------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | | | | |
| Common Stock | 03/09/2017 | | S | | 200,000 (1) | D | \$ 35 (2) | 3,678,467 (3) | I | See footnote (4) (5) |
| Common Stock | 03/10/2017 | | S | | 125,000 (6) | D | \$ 35 (7) | 3,553,467 (8) | I | See footnote (9) (10) |
| Common Stock | | | | | | | | 899 | I | See footnote (11) (12) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADAMS STREET PARTNERS LLC ONE NORTH WACKER DRIVE SUITE 2200 CHICAGO, IL 60606 | | X | | |

Signatures

/s/ Sara Robinson
Dasse 03/13/2017

**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).

- Represents 62,338 shares sold by Adams Street 2006 Direct Fund, L.P. (AS 2006), 70,397 shares sold by Adams Street 2007 Direct Fund, L.P. (AS 2007), 23,585 shares sold by Adams Street 2008 Direct Fund, L.P. (AS 2008), 20,399 shares sold by Adams Street 2009 Direct Fund, L.P. (AS 2009), 11,588 shares sold by Adams Street 2010 Direct Fund, L.P. (AS 2010), 9,310 shares sold by Adams Street 2011 Direct Fund LP (AS 2011), 542 shares sold by Adams Street Partnership Fund - 2007 U.S. Fund, L.P. (AS 2007 US), 695 shares sold by Adams Street Partnership Fund - 2008 U.S. Fund, L.P. (AS 2008 US), 617 shares sold by Adams Street Partnership Fund - 2009 U.S. Fund, L.P. (AS 2009 US), 433 shares sold by Adams Street Partnership Fund - 2010 U.S. Fund, L.P. (AS 2010 US), and 96 shares sold by Adams Street Partnership Fund - 2010 U.S. Fund - Series B, L.P. (AS 2010 US Series B).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.05 inclusive.
- (2)

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- (3) Represents 1,146,538 shares held by AS 2006, 1,294,760 shares held by AS 2007, 433,781 shares held by AS 2008, 375,190 shares held by AS 2009, 213,128 shares held by AS 2010, 171,227 shares held by AS 2011, 9,965 shares held by AS 2007 US, 12,781 shares held by AS 2008 US, 11,340 shares held by AS 2009 US, 7,979 shares held by AS 2010 US, and 1,778 shares held by AS 2010 US Series B.

- (4) The shares owned by each of AS 2006, AS 2007, AS 2008, AS 2009, AS 2010, AS 2011, AS 2007 US, AS 2008 US, AS 2009 US, AS 2010 US, and AS 2010 US Series B (the aforementioned funds, the "Funds") may be deemed to be beneficially owned by Adams Street Partners, LLC, the managing member of the general partner of each of AS 2006, AS 2007, AS 2008, AS 2009 and AS 2010, the managing member of the general partner of the general partner of AS 2011, and the general partner of AS 2007 US, AS 2008 US, AS 2009 US, AS 2010 US, and AS 2010 US Series B. (Continued in Footnote 5)

- (5) (Continued from Footnote 4) Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to share voting and dispositive power over the shares held by the Funds. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray and Michael R. Zappert disclaim beneficial ownership of the shares held by the Funds except to the extent of their pecuniary interest therein.

- (6) Represents 38,961 shares sold by AS 2006, 43,998 shares sold by AS 2007, 14,741 shares sold by AS 2008, 12,750 shares sold by AS 2009, 7,242 shares sold by AS 2010, 5,819 shares sold by AS 2011, 339 shares sold by AS 2007 US, 434 shares sold by AS 2008 US, 385 shares sold by AS 2009 US, 271 shares sold by AS 2010 US, and 60 shares sold by AS 2010 US Series B.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.05 inclusive.

- (8) Represents 1,107,577 shares held by AS 2006, 1,250,762 shares held by AS 2007, 419,040 shares held by AS 2008, 362,440 shares held by AS 2009, 205,886 shares held by AS 2010, 165,408 shares held by AS 2011, 9,626 shares held by AS 2007 US, 12,347 shares held by AS 2008 US, 10,955 shares held by AS 2009 US, 7,708 shares held by AS 2010 US, and 1,718 shares held by AS 2010 US Series B.

- (9) The shares owned by each of AS 2006, AS 2007, AS 2008, AS 2009, AS 2010, AS 2011, AS 2007 US, AS 2008 US, AS 2009 US, AS 2010 US, and AS 2010 US Series B (the aforementioned funds, the "Funds") may be deemed to be beneficially owned by Adams Street Partners, LLC, the managing member of the general partner of each of AS 2006, AS 2007, AS 2008, AS 2009 and AS 2010, the managing member of the general partner of the general partner of AS 2011, and the general partner of AS 2007 US, AS 2008 US, AS 2009 US, AS 2010 US, and AS 2010 US Series B. (Continued in Footnote 10)

- (10) (Continued from Footnote 9) Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to share voting and dispositive power over the shares held by the Funds. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray and Michael R. Zappert disclaim beneficial ownership of the shares held by the Funds except to the extent of their pecuniary interest therein.

- (11) The shares are held by Jeffrey T. Diehl, who is a partner of Adams Street Partners, LLC ("ASP"). ASP is the managing member of the general partner of each of AS 2006, AS 2007, AS 2008, AS 2009, and AS 2010, the managing member of the general partner of the general partner of AS 2011 (the aforementioned direct funds, the "Direct Funds"), and the general partner of AS 2007 US, AS 2008 US, AS 2009 US, AS 2010 US, and AS 2010 US Series B. By agreement with the Direct Funds, Mr. Diehl is deemed to hold the shares for the benefit of the Direct Funds. (Continued in Footnote 12)

- (12) (Continued from Footnote 11) The shares may be deemed to be beneficially owned by ASP. Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares. ASP and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray and Michael R. Zappert disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein.

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.