

Angie's List, Inc.  
Form 4  
September 08, 2016

# FORM 4

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

OMB APPROVAL

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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

(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)  
09/08/2016

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 or Price		
Common Stock	09/08/2016		M		119,961 (1)	A	\$ 0 119,961 D
Common Stock	09/08/2016		F		56,406 (2)	D	\$ 10.39 63,555 D
Common Stock	09/08/2016		M		238,774 (1)	A	\$ 0 302,329 D
Common Stock	09/08/2016		F		112,272 (2)	D	\$ 10.39 190,057 D

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

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(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 of Number of Shares
Restricted Stock Units (RSU)	\$ 0 <sup>(3)</sup>	09/08/2016		M	119,961	<sup>(4)</sup>	<sup>(5)</sup>	Common Stock	119,961
Performance Restricted Stock Units (PRSU)	<sup>(3)</sup>	09/08/2016		M	238,774	<sup>(6)</sup>	<sup>(7)</sup>	Common Stock	238,774

## 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

09/08/2016

\*\*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).

- 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 to cover the corresponding tax withholding obligation on behalf of the reporting person.
  - (2) Represents the number of shares of the Issuer's common stock required to be withheld by the Issuer on behalf of the reporting person to cover tax withholding obligations in connection with the vesting of the corresponding RSUs/PRSUs listed in Table II. This withholding is mandated by the Issuer's election of the "withhold to cover" option set forth under its Amended and Restated Omnibus Incentive Plan for

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the purposes of satisfying the tax obligations for RSU/PRSU settlement transactions.

- (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.

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 - September 8, 2016. The remaining three-fourths of the RSUs granted vest ratably on a quarterly basis over a three year period from September 8, 2016, contingent on 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.

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

- (6) during 2015 and commenced vesting as of the first anniversary of the date of grant. PRSUs earned subsequent to the first anniversary of the grant date vest one-half upon achievement of the corresponding stock price target, and the remaining one-half vest ratably on a quarterly basis over a one year period thereafter, contingent on 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

- (7) 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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