

# **Q2 HOLDINGS, INC.**

Reported by  
**ANDERSON ADAM D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/12/15 for the Period Ending 01/08/15

Address	13785 RESEARCH BOULEVARD SUITE 150 Austin, TX 78750
Telephone	512-275-0072
CIK	0001410384
Symbol	QTWO
SIC Code	7372 - Prepackaged Software
Fiscal Year	12/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Anderson Adam D</b>	<b>Q2 Holdings, Inc. [ QTWO ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>13785 RESEARCH BLVD., SUITE 150</b>	<b>1/8/2015</b>	<b>EVP, Chief Technology Officer</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>AUSTIN, TX 78750</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	1/8/2015		M		4347	A	\$0.35	4347	D	
Common Stock	1/8/2015		S		4347 (1)	D	\$19.26 (2)	0	D	
Common Stock	1/9/2015		M		3033	A	\$0.35	3033	D	
Common Stock	1/9/2015		S		3033 (1)	D	\$19.09 (3)	0	D	
Common Stock	1/12/2015		M		4720	A	\$0.35	4720	D	
Common Stock	1/12/2015		S		4720 (1)	D	\$19.06 (4)	0	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
									Date Exercisable	Expiration Date	Title				
Stock Option (right to buy)	\$0.35	1/8/2015		M			4347	2/15/2009 (5)	2/15/2018	Common Stock	4347.0	\$0	246101	D	
Stock Option (right to buy)	\$0.35	1/9/2015		M			3033	2/15/2009 (5)	2/15/2018	Common Stock	3033.0	\$0	243068	D	
Stock Option (right to buy)	\$0.35	1/12/2015		M			4720	2/15/2009 (5)	2/15/2018	Common Stock	4720.0	\$0	238348	D	

### Explanation of Responses:

(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

\$19.00 to \$19.44 inclusive. Reporting Holder 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.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.18 inclusive. Reporting Holder 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.26 inclusive. Reporting Holder 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.
- (5) This option grant vested as to 1/4 of the total option grant on February 15, 2009, and thereafter as to 1/48 of the total option grant monthly. The option becomes exercisable as it vests.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Anderson Adam D</b> <b>13785 RESEARCH BLVD.</b> <b>SUITE 150</b> <b>AUSTIN, TX 78750</b>			<b>EVP, Chief Technology Officer</b>	

#### Signatures

/s/ M. Scott Kerr, as attorney-in-fact

1/12/2015

\*\* Signature of Reporting Person

Date

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

\* 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).

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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