

Q2 HOLDINGS, INC.

Reported by
DIEHL JEFFREY T

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/19/14 for the Period Ending 03/19/14

Address	13785 RESEARCH BOULEVARD SUITE 150 Austin, TX 78750
Telephone	512-275-0072
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FORM 3

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

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INITIAL STATEMENT OF 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 * Diehl Jeffrey T	2. Date of Event Requiring Statement (MM/DD/YYYY) 3/19/2014	3. Issuer Name and Ticker or Trading Symbol Q2 Holdings, Inc. [QTWO]
(Last) (First) (Middle) 1 NORTH WACKER DRIVE, SUITE 2200	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) CHICAGO, IL 60606 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	963621	I	By funds (6)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Junior Preferred Stock	(1)	(1)	Common Stock	70627	(1)	I (7)	By funds (2)
Series A Preferred Stock	(1)	(1)	Common Stock	6541162	(1)	I (7)	By funds (3)
Series B Preferred Stock	(1)	(1)	Common Stock	1655628	(1)	I (7)	By funds (4)
Series C Preferred Stock	(1)	(1)	Common Stock	521020	(1)	I (7)	By funds (5)

Explanation of Responses:

(1) Each of the Junior Preferred Stock, Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock (collectively, the

"Preferred Stock"), respectively, is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Preferred Stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering.

- (2) Represents 25,673 shares held by Adams Street 2008 Direct Fund, L.P., or AS 2008, 22,206 shares held by Adams Street 2009 Direct Fund, L.P., or AS 2009, 12,614 shares held by Adams Street 2010 Direct Fund, L.P., or AS 2010, and 10,134 shares held by Adams Street 2011 Direct Fund LP, or AS 2011. The shares owned by each of AS 2008, AS 2009, AS 2010 and AS 2011 may be deemed to be beneficially owned by Adams Street Partners, LLC, the managing member of the general partner of each of AS 2008, AS 2009 and AS 2010 and the managing member of the general partner of the general partner of AS 2011. Jeffrey T. Diehl is a partner of Adams Street Partners, LLC (or a subsidiary thereof), and may be deemed to share voting and dispositive power over the shares held by AS 2008, AS 2009, AS 2010 and AS 2011.
- (3) Represents 2,780,677 shares held by Adams Street 2006 Direct Fund, L.P., or AS 2006, 3,140,150 shares held by Adams Street 2007 Direct Fund, L.P., or AS 2007, 225,496 shares held by Adams Street 2008 Direct Fund, L.P., or AS 2008, 195,037 shares held by Adams Street 2009 Direct Fund, L.P., or AS 2009, 110,792 shares held by Adams Street 2010 Direct Fund, L.P., or AS 2010, and 89,010 shares held by Adams Street 2011 Direct Fund LP, or AS 2011. The shares owned by each of AS 2006, AS 2007, AS 2008, AS 2009, AS 2010 and AS 2011 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 and the managing member of the general partner of the general partner of AS 2011. Jeffrey T. Diehl is a partner of Adams Street Partners, LLC (or a subsidiary thereof), and may be deemed to share voting and dispositive power over the shares held by AS 2008, AS 2009, AS 2010 and AS 2011.
- (4) Represents 231,030 shares held by Adams Street 2006 Direct Fund, L.P., or AS 2006, 260,896 shares held by Adams Street 2007 Direct Fund, L.P., or AS 2007, 423,012 shares held by Adams Street 2008 Direct Fund, L.P., or AS 2008, 365,876 shares held by Adams Street 2009 Direct Fund, L.P., or AS 2009, 207,837 shares held by Adams Street 2010 Direct Fund, L.P., or AS 2010, and 166,977 shares held by Adams Street 2011 Direct Fund LP, or AS 2011. The shares owned by each of AS 2006, AS 2007, AS 2008, AS 2009, AS 2010 and AS 2011 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 and the managing member of the general partner of the general partner of AS 2011. Jeffrey T. Diehl is a partner of Adams Street Partners, LLC (or a subsidiary thereof), and may be deemed to share voting and dispositive power over the shares held by AS 2008, AS 2009, AS 2010 and AS 2011.
- (5) Represents 27,188 shares held by Adams Street 2006 Direct Fund, L.P., or AS 2006, 30,703 shares held by Adams Street 2007 Direct Fund, L.P., or AS 2007, 168,350 shares held by Adams Street 2008 Direct Fund, L.P., or AS 2008, 145,611 shares held by Adams Street 2009 Direct Fund, L.P., or AS 2009, 82,715 shares held by Adams Street 2010 Direct Fund, L.P., or AS 2010, and 66,453 shares held by Adams Street 2011 Direct Fund LP, or AS 2011. The shares owned by each of AS 2006, AS 2007, AS 2008, AS 2009, AS 2010 and AS 2011 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 and the managing member of the general partner of the general partner of AS 2011. Jeffrey T. Diehl is a partner of Adams Street Partners, LLC (or a subsidiary thereof), and may be deemed to share voting and dispositive power over the shares held by AS 2008, AS 2009, AS 2010 and AS 2011.
- (6) Represents 37,383 shares held by Adams Street 2006 Direct Fund, L.P., or AS 2006, 42,217 shares held by Adams Street 2007 Direct Fund, L.P., or AS 2007, 321,346 shares held by Adams Street 2008 Direct Fund, L.P., or AS 2008, 277,942 shares held by Adams Street 2009 Direct Fund, L.P., or AS 2009, 157,887 shares held by Adams Street 2010 Direct Fund, L.P., or AS 2010, and 126,846 shares held by Adams Street 2011 Direct Fund LP, or AS 2011. The shares owned by each of AS 2006, AS 2007, AS 2008, AS 2009, AS 2010 and AS 2011 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 and the managing member of the general partner of the general partner of AS 2011. Jeffrey T. Diehl is a partner of Adams Street Partners, LLC (or a subsidiary thereof), and may be deemed to share voting and dispositive power over the shares held by AS 2008, AS 2009, AS 2010 and AS 2011.
- (7) Jeffrey T. Diehl disclaims beneficial ownership of the Shares except to the extent of his pecuniary interest therein.

Remarks:

Exhibit ListExhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diehl Jeffrey T 1 NORTH WACKER DRIVE SUITE 2200 CHICAGO, IL 60606	X	X		

Signatures

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

3/19/2014

** 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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes, designates and appoints Jennifer Harris, Barry Benton, Scott Kerr and Ariane Chan as such person's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution and full power to act alone and without the other, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(a) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Q2 Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(b) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(c) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys- in-fact.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 17th day of March, 2014.

/s/ Jeffrey T. Diehl

Name: Jeffrey T. Diehl