

Q2 Holdings, Inc.
Form 4
March 16, 2016

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, STE 2200

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2016

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/14/2016 | | J ⁽¹⁾ | 4,006 A | \$ 0 4,006 | I | By Adams Street Partnership Fund - 2007 U.S. Fund, L.P. ⁽²⁾ |
| Common Stock | 03/14/2016 | | J ⁽¹⁾ | 5,138 A | \$ 0 5,138 | I | By Adams Street Partnership Fund - 2008 U.S. Fund, L.P. ⁽³⁾ |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|------|-----------|---|---|
| Common Stock | 03/14/2016 | <u>J</u> ⁽¹⁾ | 4,559 | A | \$ 0 | 4,559 | I | By Adams Street Partnership Fund - 2009 U.S. Fund, L.P. ⁽⁴⁾ |
| Common Stock | 03/14/2016 | <u>J</u> ⁽¹⁾ | 3,207 | A | \$ 0 | 3,207 | I | By Adams Street Partnership Fund - 2010 U.S. Fund, L.P. ⁽⁵⁾ |
| Common Stock | 03/14/2016 | <u>J</u> ⁽¹⁾ | 714 | A | \$ 0 | 714 | I | By Adams Street Partnership Fund - 2010 U.S. Fund - Series B, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | 2,060,469 | I | Adams Street 2006 Direct Fund, L.P. ⁽⁷⁾ |
| Common Stock | | | | | | 2,326,837 | I | Adams Street 2007 Direct Fund, L.P. ⁽⁸⁾ |
| Common Stock | | | | | | 779,558 | I | Adams Street 2008 Direct Fund, L.P. ⁽⁹⁾ |
| Common Stock | | | | | | 674,262 | I | Adams Street 2009 Direct Fund, L.P. ⁽¹⁰⁾ |
| Common Stock | | | | | | 383,018 | I | Adams Street 2010 Direct Fund, L.P. ⁽¹¹⁾ |
| Common Stock | | | | | | 307,717 | I | Adams Street 2011 Direct Fund LP ⁽¹²⁾ |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Sara Robinson
Dasse 03/16/2016

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).
- (1) Certain funds associated with the reporting person received the shares for no consideration as part of a pro-rata distribution of shares by a fund controlled by Battery Ventures.
Represents shares held directly by Adams Street Partnership Fund - 2007 U.S. Fund, L.P. ("AS 2007 US"). Adams Street Partners, LLC, as the general partner of AS 2007 US, may be deemed to beneficially own the shares held by AS 2007 US. Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh 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 held by AS 2007 US. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2007 US except to the extent of their pecuniary interest therein.
 - (2) Represents shares held directly by Adams Street Partnership Fund - 2008 U.S. Fund, L.P. ("AS 2008 US"). Adams Street Partners, LLC, as the general partner of AS 2008 US, may be deemed to beneficially own the shares held by AS 2008 US. Thomas S. Bremner, Jeffrey

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partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2011. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2011 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.

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