

BRUDER ANN J.

Form 4

June 20, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRUDER ANN J.

(Last) (First) (Middle)

6333 N. STATE HWY 161, 6TH
FLOOR

(Street)

IRVING, TX 75038

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BLUCORA, INC. [BCOR]

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

06/19/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Legal Officer & Sec'y

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/19/2018		M	(A) or (D) Amount 17,203 (1)	\$ 21.7	51,040	D
Common Stock	06/19/2018		F	(A) or (D) Amount 12,369 (1)	\$ 39.35	38,671	D
Common Stock	06/19/2018		F	(A) or (D) Amount 2,008 (2)	\$ 39.35	36,663	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.7	06/19/2018		M	17,203	(3) 06/19/2024	Common Stock	17,203

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRUDER ANN J.
6333 N. STATE HWY 161, 6TH FLOOR
IRVING, TX 75038

Chief Legal Officer & Sec'y

Signatures

/s/ Wendy Walton, as Attorney-in-Fact for Ann J.
Bruder

06/20/2018

__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 a "net exercise" of outstanding stock options. The reporting person received 4,834 shares of common stock on net exercise of
(1) options to purchase 17,203 shares of common stock. The reporting person forfeited 12,369 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on June 19, 2018 of \$39.35.

This transaction represents the withholding by the Issuer of shares to pay taxes in connection with the vesting of restricted stock units.

(2) The timing and amount of the transaction were determined by the terms of the applicable restricted stock unit award and were not within the control of the Reporting Person.

(3) 33.33% of the stock option grant vested on June 19, 2018, and approximately 16.67% of the grant will vest at the end of each six month period thereafter with the final vesting date to occur on June 19, 2020.

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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