

Stevenson Mathieu Frederic
Form 4
October 26, 2018

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 *
Stevenson Mathieu Frederic

2. Issuer Name and Ticker or Trading Symbol
BLUCORA, INC. [BCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6333 N STATE HIGHWAY 161,
6TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Marketing Officer

IRVING, TX 75038

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/24/2018		F		1,826 (1)	D	\$ 31.21 39,020
Common Stock	10/25/2018		M		16,786	D	\$ 11.85 55,806
Common Stock	10/25/2018		S(2)		20,158	D	\$ 31.3813 35,648 (3)

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

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**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)	\$ 11.85	10/25/2018		M	16,786	(⁴) 10/24/2023	Common Stock	16,786

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stevenson Mathieu Frederic 6333 N STATE HIGHWAY 161, 6TH FLOOR IRVING, TX 75038			Chief Marketing Officer	

Signatures

/s/ Wendy Walton, as Attorney-in-Fact for Mathieu F. Stevenson 10/26/2018

**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).
- This transaction represents the withholding by the Issuer of shares to pay taxes in connection with the vesting of restricted stock units.
- (1) 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.
 - (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2017.
- The price reported in Column 4 is a weighted average price. These shares sold in multiple transactions at prices ranging from \$30.95 to \$31.65. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide the full information regarding the number of shares sold at each separate price.
- (3) \$31.65. Upon request by the SEC staff, the issuer or any security holder of the issuer, the reporting person will provide the full information regarding the number of shares sold at each separate price.
 - (4) The option vests according to the following schedule: 33.33% vested on October 24, 2017, and approximately 16.67% will vest at the end of each six-month period thereafter, such that the option will be fully vested on October 24, 2019.

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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