

Knapp Robert W
Form 4
February 26, 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 *
Knapp Robert W

(Last) (First) (Middle)

25501 WEST VALLEY
PARKWAY, SUITE 300

(Street)

OLATHE, KS 66061

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NIC INC [EGOV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2018

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 below) ____ Other (specify
below)

Chief Operating Officer

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 (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	02/22/2018		F ⁽¹⁾		1,539	D	\$ 13.7
Common Stock	02/22/2018		F ⁽²⁾		1,922	D	\$ 13.7
Common Stock	02/22/2018		A ⁽³⁾		22,536	A	\$ 0
Common Stock	02/22/2018		A ⁽⁴⁾		37,636	A	\$ 0
Common Stock	02/23/2018		F ⁽⁵⁾		1,177	D	\$ 13.75

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Common Stock	02/23/2018	D ⁽⁶⁾	17,885	D	\$ 0	235,180	D
Common Stock	02/24/2018	F ⁽⁷⁾	1,037	D	\$ 13.75	234,143	D

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

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(9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Knapp Robert W 25501 WEST VALLEY PARKWAY SUITE 300 OLATHE, KS 66061	Director 10% Owner Officer Chief Operating Officer

Signatures

/s/Stephen M. Kovzan, Attorney-in-Fact for Robert W. Knapp

02/26/2018

**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).

(1) Represents shares surrendered to NIC Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares granted February 22, 2017.

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- (2) Represents shares surrendered to NIC Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares granted February 22, 2016.
- (3) Service-based restricted stock award which vests in four annual installments beginning on February 22, 2019 and each anniversary thereafter.
- (4) Performance-based restricted stock award which will vest on February 22, 2021, based upon satisfaction of certain performance metrics achieved during a performance period beginning on January 1, 2018 and ending on December 31, 2020.
- (5) Represents shares surrendered to NIC Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares granted February 23, 2015.
Forfeiture of shares related to the previously reported performance-based restricted stock award granted on February 23, 2015. Such
- (6) award represented the maximum number of shares that could be earned at the end of a three-year performance period ending December 31, 2017.
- (7) Represents shares surrendered to NIC Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares granted February 24, 2014.

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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