FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Class A Common Stock, par value \$0.001(1)

Class A Common Stock, par value \$0.001⁽²⁾

Class A Common Stock, par value \$0.001(3)

Class A Common Stock, par value \$0.001⁽⁵⁾

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* Smith Craig M. | | | | | er Name and Ticke <u>3I Homeservi</u> | | | , | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---|---------------|-------------|-----------|---|---|---|---------------|----------------------------------|--|---|--|---|---|--|--|--|
| Simui Ciai | <u>g 1V1.</u> | | | | | _ | _ | | X | Director | 10% C |)wner | | | | |
| (Loch) (First) (Middle) | | | | | | | | | | X | Officer (give title below) | Other below) | (specify | | | |
| (Last) (First) (Middle) C/O ANGI HOMESERVICES INC. 14023 DENVER WEST PARKWAY, BUILDING 64 | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019 | | | | | | | President & COO | | | | | |
| (Street) GOLDEN CO 80401 | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Indiv | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) (Zip) | | | | | | | | | - 1 | | | | | | |
| | | Table I - N | on-Deriva | tive S | Securities Acc | quired | , Dis | posed of, | or Ben | eficially O | wned | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/Date) | | | | Execution Date, | | 3. Transaction Code (Instr. 8) | | 4. Securities A Disposed Of (| | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | | | | |
| Class A Common Stock, par value \$0.001 ⁽¹⁾ | | | 03/01/2 | 019 | | M ⁽¹⁾ | | 319,235 | A | \$2.66 | 319,235 | D | | | | |
| Class A Common Stock, par value \$0.001 ⁽²⁾ 03/ | | | 03/01/2 | 019 | | D ⁽²⁾ | | 51,492 | D | \$16.5 | 267,743 | D | | | | |
| Class A Common Stock, par value \$0.001 ⁽³⁾ | | | 03/01/2 | 019 | | F ⁽³⁾ | | 117,743 | D | \$16.6 | 150,000 | D | | | | |
| Class A Common Stock, par value \$0.001 | | | 03/01/2 | 019 | | S | | 150,000 | D | \$16.55(4) | 0 | D | | | | |

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

M⁽¹⁾

D⁽²⁾

F⁽³⁾

S⁽⁵⁾

8,600

1,395

3,169

4,036

A

D

D

D

\$2.66

\$16.41

\$16.41

\$16.14(6)

8,600

7,205

4,036

0

D

D

D

D

| 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) | | 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------|--|-----|--|---------------------------|---|---|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| Stock Apprecation Rights ⁽⁷⁾ | \$2.66 | 03/01/2019 | | М | | | 319,235 | 09/29/2017 ⁽⁷⁾ | 02/10/2026 ⁽⁷⁾ | Class A Common Stock, par value \$0.001 | 319,235 | \$0 | 692,334 | D | |
| Stock Apprecation Rights ⁽⁸⁾ | \$2.66 | 03/04/2019 | | М | | | 8,600 | 09/29/2017 ⁽⁸⁾ | 02/10/2026 ⁽⁸⁾ | Class A Common Stock, par value \$0.001 | 8,600 | \$0 | 683,734 | D | |

Explanation of Responses:

- 1. Represents shares of Class A Common Stock acquired/deemed to be acquired in connection with the exercise of stock appreciation rights (see footnotes 7 and 8 below).
- 2. Represents shares of Class A Common Stock deemed to be simultaneously sold back to ANGI Homeservices in connection with the exercise of stock appreciation rights (see footnotes 7 and 8 below).
- 3. Represent shares withheld to cover taxes due in connection with exercise of stock appreciation rights (see footnotes 7 and 8 below).

03/04/2019

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03/04/2019

- 4. The price reflects the weighted average of sales made at prices ranging from \$16.34 to \$16.66. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, ANGI Homeservices or any security holder of ANGI Homeservices, information regarding the number of shares sold at each separate price.
- 5. Reflects the sale of shares of Class A Common Stock effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in December 2018 (the "Plan"). The Plan covers shares of Class A Common Stock to be acquired upon the exercise of 412,816 stock appreciation rights during the period commencing on January 22, 2019 and ending on January 15, 2020. 6. The price reflects the weighted average of sales made at prices ranging from \$16.42 to \$16.60. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, ANGI
- Homeservices or any security holder of ANGI Homeservices, information regarding the number of shares sold at each separate price.
- 7. Represents 367,157 vested stock appreciation rights and 325,177 unvested stock appreciation rights that vest in one final installment on February 11, 2020, subject to continued service.
- 8. Represents 358,557 vested stock appreciation rights and 325,177 unvested stock appreciation rights that vest in one final installment on February 11, 2020, subject to continued service.

Tanya M. Stanich as Attorneyin-Fact for Craig M. Smith

** 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 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).

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 Number.

03/05/2019