

NIC INC
Reported by
HERINGTON HARRY

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/06/17 for the Period Ending 02/05/17

Address	25501 W. VALLEY PARKWAY SUITE 300 OLATHE, KS 66061
Telephone	(913) 498-3468
CIK	0001065332
Symbol	EGOV
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * HERINGTON HARRY (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/5/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/5/2017		F	(U)	4339	D	\$22.1	901328 (2)(3)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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) (Instr. 4)	10. Ownership Form of Derivative Security: 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				

Explanation of Responses:

- () Represents shares surrendered to NIC Inc. by the Reporting Person to satisfy tax withholding obligations on vesting of restricted shares granted February 5, 1) 2013.
- () This total has been decreased by 27,758 shares previously held for the benefit of the Reporting Person's two children that have been released.
- () This total includes an additional 973 shares acquired pursuant to the NIC Inc. Employee Stock Purchase Plan since the last filing of a beneficial ownership 3) report by the Reporting Person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERINGTON HARRY 25501 WEST VALLEY PARKWAY SUITE 300 OLATHE, KS 66061	X		Chairman of the Board and CEO	

Signatures

/s/Brian Hamilton, Attorney-in-Fact for Harry Herington

2/6/2017

**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 control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned, Harry H. Herington, in all capacities, including but not limited to his individual capacity and as a trustee of any trust, hereby constitutes and appoints each of William

A. Van Asselt, Stephen M. Kovzan and Brian Hamilton, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned, in the undersigned's name, place and stead, in any and all such capacities:
 - (a) Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder,
 - (b) Form 144 pursuant to Rule 144 under the Securities Act of 1933, as amended, (c) Schedules 13D and 13G (including amendments thereto and joint filing agreements in connection therewith) pursuant to Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, as amended, and the rules thereunder and (d) any other forms or reports (or related documents) that may be required to be filed with the Securities and Exchange Commission, any other governmental agency or any stock exchange or similar authority in connection with the ownership, acquisition or disposition of securities issued by NIC Inc. (the "Company");
- (2) prepare and execute for and on behalf of the undersigned, in the undersigned's name, place and stead, in any and all such capacities, a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission of the foregoing forms, reports and documents;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form ID, Forms 3, 4 and 5, Form 144, Schedules 13D and 13G or other forms, reports or documents, complete and execute any amendment or amendments thereto, and timely file such form, report or document with the Securities and Exchange Commission, other required governmental agency and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as each such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution, re-substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or such attorney-in-fact's substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Rule 144 under the Securities Act of 1933, as amended, Sections 13 or 16 of the Securities Exchange Act of 1934, as amended, any other provisions of such Acts, or any of the rules thereunder.

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering or filing any reports, forms or documents pursuant to this Power of Attorney and agrees to reimburse the Company and each attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action. This paragraph shall survive the termination of the Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file a Form ID, Forms 3, 4 and 5, Form 144, Schedules 13D and 13G or other reports, forms or documents with respect to the undersigned's holding of and transaction in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3 day of May, 2016.

/s/Harry H. Herington

Harry H. Herington