

**NIC INC**  
Reported by  
**HOLLAND JAYNE**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/24/17 for the Period Ending 01/20/17

|             |  |
|-------------|--|
| Address     | 25501 W. VALLEY PARKWAY<br>SUITE 300<br>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

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person -*</b><br><br><b>Holland Jayne</b><br><br>(Last) (First) (Middle)<br><br><b>25501 WEST VALLEY PARKWAY, SUITE 300</b><br><br>(Street)<br><br><b>OLATHE, KS 66061</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>NIC INC [ EGOV ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>1/20/2017</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> <b>Officer</b> (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>Chief Security Officer &amp; AGC</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |  |   |

| 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                    | 1/20/2017      |                                   | F                         | U | 672   | D          | \$25.3 | 92981   | D  |   |

| <b>Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)</b> |  |                |                                   |                           |   |  |     |   |                 |   |                            |  |  |  |  |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| 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 January 20, 1) 2016.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |   |       |
|---|---------------|-----------|---|-------|
|   | Director      | 10% Owner | Officer                                 | Other |
| <b>Holland Jayne</b><br><b>25501 WEST VALLEY PARKWAY</b><br><b>SUITE 300</b><br><b>OLATHE, KS 66061</b> |               |           | <b>Chief Security Officer &amp; AGC</b> |       |

**Signatures**

/s/Brian Hamilton, Attorney-in-Fact for Jayne Holland

1/24/2017

\*\*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.

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