

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

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 * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Hardy Scott R | | Vivint Smart Home, Inc. [VVNT] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O VIVINT SMART HOME, INC., 4931 NORTH 300 WEST | | 2/26/2020 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| PROVO, UT 84604 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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 | | | | |
| Class A Common Stock | 2/26/2020 | | C | (1)(2)(3) | 43718 | (4) | A | (1)(2)(3) | 78000 | D | |
| Class A Common Stock | 2/26/2020 | | F | (5) | 3310 | | D | \$20.07 | 74690 | 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 | | | | | |
| Earnout Rights | (2)(3) | 2/26/2020 | | C | (1)(2)(3) | 43718 | (2)(3) | (3)(4) | 1/17/2025 | Class A Common Stock | 43718 | (2)(3) | 87436 | (2)(3) | D | |

Explanation of Responses:

- Pursuant to an Agreement and Plan of Merger, dated effective as of September 15, 2019, as amended by that certain Amendment No. 1 and as otherwise amended from time to time (the "Merger Agreement"), by and among Legacy Vivint Smart Home, Inc. (f/k/a Vivint Smart Home, Inc.) ("Legacy Vivint Smart Home"), Mosaic Acquisition Corp. ("Mosaic") and Maiden Merger Sub, Inc. ("Merger Sub"), Merger Sub merged (the "Merger") with and into Legacy Vivint Smart Home, with Legacy Vivint Smart Home surviving the merger as a wholly owned subsidiary of Mosaic (which subsequently changed its name to "Vivint Smart Home, Inc.", the "Issuer"). The transactions contemplated by the Merger Agreement closed on January 17, 2020.
- Pursuant to the terms of the Merger Agreement, the stockholders and holders of equity awards of Legacy Vivint Smart Home at the effective time of the Merger received, among other consideration, certain rights to additional shares of Class A common stock of the Issuer ("Class A Common Stock") or to have the terms and conditions of their equity awards equitably adjusted, in each case, upon the achievement of certain milestones as described in the Merger Agreement (the "Earnout Rights"). Pursuant to earnout provisions in the Merger Agreement, the Reporting Person is entitled to receive such shares of Class A Common Stock and/or have the terms and conditions of their equity award equitably adjusted if, from the closing of the Merger until the fifth anniversary thereof, the volume-weighted average price of the Class A Common Stock exceeds certain thresholds as discussed below, subject to the terms of the Merger Agreement.
- Of these Earnout Rights, one-third are earned if the volume-weighted average price of the Class A Common Stock exceeds \$12.50 for any 20 trading days within any 30 trading day period (the "\$12.50 Condition"), one-third are earned if the volume-weighted average price of the Class A Common Stock exceeds \$15.00 for any 20 trading days within any 30 trading day period (the "\$15.00 Condition"), and one-third are earned if the volume-weighted average price of the Class A Common Stock exceeds \$17.50 for any 20 trading days within any 30 trading day period (the "\$17.50 Condition"). The Earnout Rights are subject to certain adjustments, including pro rata adjustments, set forth in the Merger Agreement. The \$12.50 Condition was satisfied on February 26, 2020.
- Reflects, upon satisfaction of the \$12.50 Condition, the issuance of the following: (a) 8,245 shares of Class A Common Stock, (b) 2,968 additional shares of restricted Class A Common Stock, which vest upon the vesting of the restricted Class A Common Stock held by the Reporting Person to which they relate, and (c) the right to receive 32,505 shares of Class A Common Stock, which vest upon the vesting of the stock appreciation rights to which they relate.
- Reflects shares of Class A Common Stock withheld to cover the Reporting Person's tax liability in connection with the satisfaction of the \$12.50 Condition.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hardy Scott R C/O VIVINT SMART HOME, INC. 4931 NORTH 300 WEST PROVO, UT 84604 | | | Chief Operating Officer | |

Signatures/s/ Shawn J. Lindquist, as Attorney-in-Fact2/28/2020

**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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