

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-27**
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REPORTING OWNER

Wait Andrew Dayton

CIK: **1472936**

Type: **4** | Act: **34** | File No.: **001-34518** | Film No.: **10870828**

Mailing Address

*360 WEST 4800 NORTH
PROVO UT 84604*

ISSUER

Ancestry.com Inc.

CIK: **1469433** | IRS No.: **261235962** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7374** Computer processing & data preparation

Mailing Address

*360 WEST 4800 NORTH
PROVO UT 84604*

Business Address

*360 WEST 4800 NORTH
PROVO UT 84604
801-705-7000*

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

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

1. Name and Address of Reporting Person Wait Andrew Dayton			2. Issuer Name and Ticker or Trading Symbol Ancestry.com Inc. [ACOM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. VP/Gen Mgr, United States		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2010			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		
360 WEST 4800 NORTH			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) PROVO, UT 84604								
(City)	(State)	(Zip)						

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, par value \$.001	05/27/2010		<u>M</u>		6,160	A	\$4.6	6,160	D	
Common Stock, par value \$.001	05/27/2010		<u>S</u>		6,160	D	\$16.82 ⁽¹⁾	0	D	
Common Stock, par value \$.001	05/28/2010		<u>M</u>		7,023	A	\$4.6	7,023	D	
Common Stock, par value \$.001	05/28/2010		<u>S</u>		7,023	D	\$16.8 ⁽²⁾	0	D	
Common Stock, par value \$.001	06/01/2010		<u>M</u>		3,838	A	\$4.6	3,838	D	
Common Stock, par value \$.001	06/01/2010		<u>S</u>		3,838	D	\$16.71 ⁽³⁾	0	D	

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 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
Common Stock	\$4.6	05/27/2010		<u>M</u>			6,160	⁽⁴⁾	03/30/2016	Common Stock,	6,160	\$ 0	117,323	D	

Option (right to buy)										\$0.001 par value					
Common Stock Option (right to buy)	\$4.6	05/28/2010		<u>M</u>			7,023	(4)	03/30/2016	Common Stock, \$0.001 par value	7,023	\$ 0	110,300	D	
Common Stock Option (right to buy)	\$4.6	06/01/2010		<u>M</u>			3,838	(4)	03/30/2016	Common Stock, \$0.001 par value	3,838	\$ 0	106,462	D	
Common Stock Option (right to buy)	\$4.6							(5)	07/27/2016	Common Stock, \$0.001 par value	125,000		125,000	D	
Common Stock Option (right to buy)	\$5.4							(6)	03/27/2018	Common Stock, \$0.001 par value	250,000		250,000	D	
Common Stock Option (right to buy)	\$7.36							(7)	05/27/2019	Common Stock, \$0.001 par value	24,000		24,000	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.68 to \$17.00, inclusive. The reporting person undertakes to provide to Ancestry.com Inc., any security holder of Ancestry.com Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.59 to \$17.02, inclusive. The reporting person undertakes to provide to Ancestry.com Inc., any security holder of Ancestry.com Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.50 to \$17.04, inclusive. The reporting person undertakes to provide to Ancestry.com Inc., any security holder of Ancestry.com Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
4. Option granted on March 30, 2006. The option, representing a right to purchase 200,000 shares, vested over four years with 1/4 of the total number of shares subject to the option vesting on the first anniversary of the date of grant and 1/48 of the total number of shares subject to the option vesting monthly thereafter.
5. Option granted on July 27, 2006. The option vests over four years with 1/4 of the total number of shares subject to the option vesting on the first anniversary of the date of grant and 1/48 of the total number of shares subject to the option vesting monthly thereafter.
6. Option granted on March 27, 2008. The option vests over four years with 1/4 of the total number of shares subject to the option vesting on the first anniversary of the date of grant and 1/48 of the total number of shares subject to the option vesting monthly thereafter.
7. Option granted on May 27, 2009. 1/4 of the option vests on May 27, 2010, with 1/48 of the total number of shares subject to the option vesting monthly thereafter.

Signatures

/s/ Christopher Brookhart, Attorney-in-fact

** Signature of Reporting Person

06/01/2010

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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