

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Walters Christopher William</u>  (Last) (First) (Middle) 3200 OLYMPUS BLVD. SUITE 100  (Street) DALLAS TX 75019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BLUCORA, INC. [ BCOR ]</u>	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) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	05/27/2022		M		10,118 <sup>(1)</sup>	A	\$16.01	340,136	D	
Common Stock	05/27/2022		F		9,464 <sup>(1)</sup>	D	\$17.92	330,672 <sup>(2)</sup>	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$16.01	05/27/2022		M			10,118	(3)	05/28/2022	Common Stock	10,118	\$0	0	D	

**Explanation of Responses:**

- Represents a "net exercise" of outstanding stock options. The reporting person received 654 shares of common stock on net exercise of option to purchase 10,118 shares of common stock. The reporting person forfeited 9,464 shares of common stock underlying the option in payment of the exercise price and applicable tax withholding, using the closing stock price on May 27, 2022 of \$17.92.
- Not included in this amount are 361,263 performance-based RSUs of which (i) 74,914 are eligible to vest from 0% to 200% following the end of 2022, (ii) 116,666 are eligible to vest from 0% to 200% following the end of 2023 and (iii) 169,683 are eligible to vest from 0% to 200% following the end of 2024. Vesting for each award is subject to the Issuer's achievement of certain financial goals and certification by the Compensation Committee.
- The Option was to have vested the earlier of May 28, 2016 or the date of the 2016 annual meeting of stockholders such that the option vested on May 24, 2016.

**Remarks:**

/s/ Ann J. Bruder, as Attorney-in-Fact for Christopher W. Walters      06/01/2022

\*\* 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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