

Adams Byron K JR
Form 3
November 17, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Adams Byron K JR

(Last) (First) (Middle)

UNDER ARMOUR INC, 1020
HULL STREET 3RD FLOOR

(Street)

BALTIMORE, MD 21230

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/17/2005

3. Issuer Name and Ticker or Trading Symbol
Under Armour, Inc. [UARM]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

3,000 ⁽¹⁾

D

Adams

Class B Common Stock ⁽²⁾

3,371,403 ⁽³⁾

I

By Rosewood Capital IV, L.P.

Class B Common Stock ⁽²⁾

252,762 ⁽³⁾

I

By Rosewood Capital IV Associates, L.P.

Series A Preferred Stock

1,116,308

I

By Rosewood Capital IV, L.P.

Series A Preferred Stock

83,692

I

By Rosewood Capital IV Associates, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Adams Byron K JR UNDER ARMOUR INC 1020 HULL STREET 3RD FLOOR BALTIMORE, MD 21230 | X | X | X | X |

Signatures

/s/ Kevin M. Haley, attorney
in fact

11/17/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Represents shares of restricted stock.

(2) Each share of Class B Common Stock will automatically convert into 3 shares of Class A Common Stock upon the closing of the anticipated initial public offering of the Issuer's Class A Common Stock.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

^

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

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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