

McGill W Brett
Form 4
October 02, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
McGill W Brett

2. Issuer Name and Ticker or Trading Symbol
MARINEMAX INC [HZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2600 MCCORMICK DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO & President

(Street)
CLEARWATER, FL 33759

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/30/2018 | | M | 1,704 | A \$ 0 | 13,570 | D |
| Common Stock | 09/30/2018 | | F | 415 | D \$ 21.25 | 13,155 | D |
| Common Stock | 09/30/2018 | | M | 4,210 | A \$ 0 | 17,365 | D |
| Common Stock | 09/30/2018 | | F | 1,026 | D \$ 21.25 | 16,339 | D |
| Common Stock | 09/30/2018 | | M | 3,878 | A \$ 0 | 20,217 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 09/30/2018 | F | 945 | D | \$ 21.25 | 19,272 | D |
| Common Stock | 09/30/2018 | M | 5,444 | A | \$ 0 | 24,716 | D |
| Common Stock | 09/30/2018 | F | 1,326 | D | \$ 21.25 | 23,390 | D |
| Common Stock | 09/30/2018 | M | 3,750 | A | \$ 0 | 27,140 | D |
| Common Stock | 09/30/2018 | F | 914 | D | \$ 21.25 | 26,226 | D |
| Common Stock | 09/30/2018 | M | 13,375 | A | \$ 0 | 39,601 | D |
| Common Stock | 09/30/2018 | F | 3,257 | D | \$ 21.25 | 36,344 | D |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 09/30/2018 | | M | 1,704 | <u>(2)</u> <u>(2)</u> | Common Stock 1,704 |
| Restricted Stock Units | <u>(1)</u> | 09/30/2018 | | M | 4,210 | <u>(3)</u> <u>(3)</u> | Common Stock 4,210 |
| Restricted Stock Units | <u>(1)</u> | 09/30/2018 | | M | 3,878 | <u>(4)</u> <u>(4)</u> | Common Stock 3,878 |
| Restricted Stock Units | <u>(1)</u> | 09/30/2018 | | M | 5,444 | <u>(5)</u> <u>(5)</u> | Common Stock 5,444 |
| Performance Based | <u>(1)</u> | 09/30/2018 | | M | 3,750 | <u>(6)</u> <u>(6)</u> | Common Stock 3,750 |

Restricted
Stock Units

Performance
Based
Restricted
Stock Units

(1)

09/30/2018

M

13,375

(7)

(7)

Common
Stock 13,375

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGill W Brett 2600 MCCORMICK DRIVE, SUITE 200 CLEARWATER, FL 33759 | | | CEO & President | |

Signatures

Anthony E. Cassella, Jr., Attorney-in-Fact for W. Brett
McGill 10/02/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Marinemax, Inc. Common Stock.
- (2) The restricted stock units vested in three annual installments beginning on September 30, 2016.
- (3) The restricted stock units vested in three annual installments beginning on September 30, 2017.
- (4) The restricted stock units vested in three annual installments beginning on September 30, 2018.
- (5) The restricted stock units, granted on October 23, 2015, vested on September 30, 2018.
- (6) The performance-based restricted stock units vested on September 30, 2018. These units were awarded based on performance criteria established on November 15, 2014 and tied to inventory management and operations during fiscal 2017.
- (7) The performance-based restricted stock units vested on September 30, 2018. These units were awarded based on performance criteria established on November 12, 2015 and tied to inventory management and operations during fiscal 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.