

COLTHARP DOUGLAS E
Form 4
February 20, 2018

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 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 *
COLTHARP DOUGLAS E

2. Issuer Name and Ticker or Trading Symbol
Under Armour, Inc. [UAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1020 HULL STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

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

BALTIMORE, MD 21230

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Class A Common Stock					500	I	UTMA for Child
Class A Common Stock					500	I	UTMA for Child
Class A Common Stock					75,000	I	By Spouse
Class A Common Stock	02/15/2018		M	8,564 A	\$ 4,4094 69,384.24	D	

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Class A
Common Stock 02/15/2018 F(2) 2,051 D \$ 18.41 67,333.24 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)	8. Amount or Number of Shares
Director Stock Option (Right to Buy) ⁽¹⁾	\$ 4.4094	02/15/2018		M	8,564	05/06/2008 05/05/2018	Class A Common Stock	8,564

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLTHARP DOUGLAS E 1020 HULL STREET BALTIMORE, MD 21230				

Signatures

/s/ John P. Stanton, Attorney in Fact for: Douglas E. Coltharp 02/20/2018

**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).

This stock option was originally reported as an option to purchase 2,141 shares of Under Armour, Inc.'s Class A Common Stock at an exercise price of \$35.03, and was later adjusted for two separate two-for-one stock splits completed in 2012 and 2014. As a result of the

- (1) Class C Dividend, this option became exercisable for shares of Class C Common Stock as well. The exercise price of this option has been adjusted so that the portion of the option covering the Class A Common Stock now has an exercise price of \$4.4094 and the portion of the option covering the Class C Common Stock has an exercise price of \$4.32 per share.
- (2) Represents shares withheld to cover the exercise price of the options exercised.

Remarks:

Does not include Class C Common Stock held by the Reporting Person.

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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