

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4
 June 28, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol
 UNIVERSAL TECHNICAL INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/24/2016

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

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

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

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

STAMFORD, CT 06902

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	06/24/2016	P	700,000		(2)	(2)	Common Stock	21,021,021 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902		X		
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902		X		
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902		X		
COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902		X		
Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902		X		
Coliseum Holdings I, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902		X		
Coliseum Capital Co-Invest, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902		X		
Gray Adam METRO CENTER		X		

1 STATION PLACE, 7TH FLOOR,
STAMFORD, CT 06902

Signatures

Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**Signature of Reporting Person	Date
Christopher Shackelton, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**Signature of Reporting Person	Date
Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**Signature of Reporting Person	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**Signature of Reporting Person	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**Signature of Reporting Person	Date
Coliseum Holdings I, LLC, By: Coliseum Capital Mangement LLC, its Manager, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**Signature of Reporting Person	Date
Coliseum Capital Co-Invest, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**Signature of Reporting Person	Date
Adam Gray, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	06/28/2016
**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).

The conversion rate in effect at any applicable time for conversion of each share of Series A Preferred Stock into common stock will be (1) the quotient obtained by dividing the liquidation preference then in effect by the conversion price then in effect, plus cash in lieu of fractional shares. The initial liquidation preference is \$100 per share and the initial conversion price is \$3.33 per share.

(2) The Series A Preferred Stock is immediately exercisable with respect to 1,214,791 shares of the Issuer's common stock (the "Common Shares"). The Series A Preferred Stock is convertible into 19,806,230 additional Common Shares only after Regulatory Approval (as such term is defined in the Certificate of Designations of the Series A Preferred Stock) is obtained. The Series A Preferred Stock has no expiration date.

(3) These securities are held directly by Coliseum Holdings I, LLC ("CH1"). These shares are indirectly beneficially owned by (a) Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) Coliseum Capital Partners II, L.P. ("CCP2"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, (c) Coliseum Capital Co-Invest, L.P. ("CCC" and, together with CCP and CCP2, the "Funds"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser and (d) a separate account investment advisory client of CCM (the "Separate Account"). CCM is the non-member manager of CH1.

(4) Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC. Each of Shackelton, Gray, the Separate Account, CH1, the Funds, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

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- (5) Following the transactions reported herein, CCP, CCP2, CCC and the Separate Account indirectly beneficially owned 349,300, 97,240, 122,140 and 131,320 shares of Series A Preferred Stock, respectively.

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.