

Under Armour, Inc.
Form 4
April 28, 2016

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 *
Plank Kevin A

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

BALITIMORE, MD 21230

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Chairman and CEO

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 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	(D)	Price
Class C Common Stock ⁽¹⁾	04/26/2015		S ⁽²⁾		200,000 ⁽³⁾	D	\$ 44.15 29,522,170
Class C Common Stock ⁽⁴⁾	04/21/2016		G ⁽⁵⁾	V	150,000	D	\$ 0 29,372,170
Class C Common Stock ⁽⁴⁾	04/26/2016		S ⁽²⁾		6,250 ⁽³⁾	D	\$ 44.15 733,400
Class C Common	04/26/2016		S ⁽²⁾		6,250 ⁽³⁾	D	\$ 44.15 1,057,500
						I	KD Plank LLC
						I	KD Plank #2 LLC

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Stock ⁽⁴⁾								
Class C Common Stock ⁽⁴⁾	04/26/2016	S ⁽²⁾	12,500 ⁽³⁾	D	\$ 44.15	3,123,476	I	By Plank Family Trust
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	166,238 ⁽⁶⁾	D	\$ 42.39	29,205,932	D	
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	5,195 ⁽⁶⁾	D	\$ 42.39	728,205	I	KD Plank LLC
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	5,195 ⁽⁶⁾	D	\$ 42.39	1,052,305	I	KD Plank #2 LLC
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	10,390 ⁽⁶⁾	D	\$ 42.39	3,113,086	I	By Plank Family Trust
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	33,762 ⁽⁷⁾	D	\$ 42.996	29,172,170	D	
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	1,055 ⁽⁷⁾	D	\$ 42.996	727,150	I	KD Plank LLC
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	1,055 ⁽⁷⁾	D	\$ 42.996	1,051,250	I	KD Plank #2 LLC
Class C Common Stock ⁽⁴⁾	04/27/2016	S ⁽²⁾	2,110 ⁽⁷⁾	D	\$ 42.996	3,110,976	I	By Plank Family Trust
Class C Common Stock ⁽⁴⁾	04/28/2016	S ⁽²⁾	151,554 ⁽⁸⁾	D	\$ 42.453	29,020,616	D	
Class C Common Stock ⁽⁴⁾	04/28/2016	S ⁽²⁾	4,736 ⁽⁸⁾	D	\$ 42.453	722,414	I	KD Plank LLC
Class C Common Stock ⁽⁴⁾	04/28/2016	S ⁽²⁾	4,736 ⁽⁸⁾	D	\$ 42.453	1,046,514	I	KD Plank #2 LLC
Class C Common Stock ⁽⁴⁾	04/28/2016	S ⁽²⁾	9,472 ⁽⁸⁾	D	\$ 42.453	3,101,504	I	By Plank Family Trust
Class C Common Stock ⁽⁴⁾	04/28/2016	S ⁽²⁾	48,446 ⁽⁹⁾	D	\$ 42.923	28,972,170	D	

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).
- Under Armour, Inc. declared a stock dividend pursuant to which all holders of Class A Common Stock and Class B Common Stock on March 28, 2016, the record date for the dividend, received on April 7, 2016, one share of Class C Common Stock for each share of Class A Common Stock and Class B Common Stock held by them as of the record date (the "Class C Dividend"). The holdings in column 5 include shares of Class C Common Stock received by the Reporting Person pursuant to the Class C Dividend, including outstanding shares held by the Reporting Person and shares underlying performance-based restricted units previously granted to the Reporting Person which have been earned based on the Company performance but have not yet vested.
- (1) Shares sold pursuant to a 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$43.89 to \$44.83. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (4) The holdings in column 5 include shares of Class C Common Stock received by the Reporting Person pursuant to the Class C Dividend.
 - (5) Shares gifted in connection with a 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$41.75 to \$42.74. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (7) This transaction was executed in multiple trades at prices ranging from \$42.75 to \$43.63. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (8) This transaction was executed in multiple trades at prices ranging from \$41.84 to \$42.83. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (9) This transaction was executed in multiple trades at prices ranging from \$42.84 to \$43.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

The reporting person beneficially owns 211,546 shares of Class A Common Stock, which include outstanding shares held by t

Does not include 34,450,000 shares of Class B Common Stock held directly and indirectly 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.

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.