

McDermott William R  
Form 4  
May 07, 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 \*  
McDermott William R

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

BALTIMORE, MD 21230

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2018

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)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 (A) or (D) Price   |  |   |
| Class C Common Stock            | 05/04/2018                           |  | M                              |   | 8,624 A \$ 4.32   | 88,791.12  | D   |
| Class C Common Stock            | 05/04/2018                           |  | F <sup>(2)</sup>               |   | 2,275 D \$ 16.37  | 86,516.12  | D   |
| Class C Common Stock            | 05/07/2018                           |  | S                              |   | 6,349 <sup>(3)</sup> D \$ 16.0806   | 80,167.12  | 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) <sup>(1)</sup> | \$ 4.32  | 05/04/2018                           |  | M                              | 8,624   | 05/06/2008 05/05/2018                                    | Class C Common Stock  | 8,624                         |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| McDermott William R<br>1020 HULL STREET<br>BALTIMORE, MD 21230 |               |           |         |       |

## Signatures

/s/ John P. Stanton, Attorney in Fact for: William R. McDermott 05/07/2018

\_\_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 previously 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.

## Edgar Filing: McDermott William R - Form 4

- This transaction was executed in multiple trades at prices ranging from \$16.08 to \$16.09. The price reported above reflects the weighted
- (3) 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:**

Does not include Class A 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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