

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

OMB
Number: 3235-0287
Expires: January 31,
2005
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1. Name and Address of Reporting Person *
COLTHARP DOUGLAS E

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

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)
08/17/2016

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

BALITIMORE, 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)	
			Code	V	Amount	(A) or (D)	Price			
Class C Common Stock								503	I	UTMA for Child
Class C Common Stock								503	I	UTMA for Child
Class C Common Stock								75,532	I	By Spouse
Class C Common Stock	08/17/2016		M		6,695	A	\$ 5.56	71,460.49	D	

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Class C
Common Stock 08/17/2016 S 6,695 (2) D \$ 37.8667 64,765.49 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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⁾	\$ 5.56	08/17/2016		M	6,695	05/06/2008 05/08/2017	Class C Common Stock	6,695

Reporting Owners

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

Signatures

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

08/18/2016

 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).

Under Armour, Inc. declared a stock dividend pursuant to which holders of Class A Common Stock received on April 7, 2016, one share of Class C Common Stock for each share of Class A Common Stock held by them. On June 29, 2016, Under Armour, Inc. paid a dividend in the form of shares of Class C Common Stock to holders of Class C Common Stock pursuant to the settlement of the

- (1) shareholder litigation related to the creation of the Class C Common Stock. This stock option was originally reported as an option to purchase 1,662 shares of Under Armour, Inc.'s Class A Common Stock at an exercise price of \$45.12, and was later adjusted for two separate two-for-one stock splits completed in 2012 and 2014 and the Class C dividends in 2016. As a result, the option was further adjusted such that it now entitles the Reporting Person to exercise a portion of the option for 6,695 shares of Class C Common Stock, with an exercise price of \$5.56 per share.

This transaction was executed in multiple trades at prices ranging from \$37.84 to \$37.91. The price reported above reflects the weighted

- (2) 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.

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.