Malibu Boats, Inc. Form 4 May 27, 2015

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

Check this box if no longer

1. Name and Address of Reporting Person *

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

Kent Deborah S.

Class A Common

Stock Class B Common

Stock

05/27/2015

05/27/2015

1(b).

Symbol Malibu Boats, Inc. [MBUU] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 5075 KIMBERLY WAY 05/27/2015 below) below) VP Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LOUDON, TN 37774 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Class A $C^{(1)(2)}$ Common \$0 D 05/27/2015 4,798 Α $9,698 \frac{(3)}{}$ Stock

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

 $S^{(4)}$

J(5)

4,798

D

\$0

1

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

 $4,900 \frac{(3)}{}$

0

D

D

Estimated average

burden hours per

Edgar Filing: Malibu Boats, Inc. - Form 4

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. Transacti Code (Instr. 8)	5. Number one 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. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units of Malibu Boats Holdings, LLC	Ш	05/27/2015		C(2)	4,798 (2)	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	4,798	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kent Deborah S.

5075 KIMBERLY WAY LOUDON, TN 37774 VP Human Resources

Signatures

DEBORAH S. KENT, /s/ Wayne Wilson as attorney-in-fact

05/27/2015

**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).

Pursuant to the terms of exchange agreements (the "Exchange Agreement") between Malibu Boats, Inc. (the "Issuer") and holders of limited liability company interests of Malibu Boats Holdings, LLC (the "LLC Units"), a holder of LLC Units has the right to exchange

(1) LLC Units for shares of the Issuer's Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or at the Issuer's option, other than in the event of a change in control, for a cash payment equal to the market value of the LLC Units. The LLC Units have no expiration date.

(2)

Reporting Owners 2

Edgar Filing: Malibu Boats, Inc. - Form 4

Prior to the closing of the public offering of Class A Common Stock by certain selling stockholders of the Issuer (the "Offering") on May 27, 2015, the reporting person exchanged LLC Units for the equivalent number of shares of the Issuer's Class A Common Stock in accordance with the terms of the Exchange Agreement.

- Includes 900 restricted stock units vesting in four equal annual installments beginning on May 16, 2016 and 4,000 restricted stock units (3) vesting in four equal annual installments beginning on June 27, 2015. The restricted stock units represent the contingent right to receive an equivalent number of shares of the Issuer's Class A Common Stock.
- (4) The reporting person sold shares of Class A Common Stock in the Offering at a price of \$19.05 per share, after deducting underwriting discounts and commissions of \$0.95 per share.
- (5) In accordance with Section 5.C. of the Issuer's Certificate of Incorporation, any share of Class B Common Stock of the Issuer held by a holder of LLC Units is automatically transferred to the Issuer and retired by the Issuer upon such holder ceasing to own any LLC Units.

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.