

Under Armour, Inc.  
Form 4  
August 18, 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 \*  
COLTHARP DOUGLAS E

(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)  
08/17/2016

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

Edgar Filing: Under Armour, Inc. - Form 4

Class C  
Common Stock    08/17/2016    S    6,695<sup>(2)</sup>    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) <sup>(1)</sup> | \$ 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 |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| COLTHARP DOUGLAS E<br>1020 HULL STREET<br>BALITIMORE, MD 21230 |               |           |         |       |

## 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).

(1) 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 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.

(2) This transaction was executed in multiple trades at prices ranging from \$37.84 to \$37.91. 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:

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.