

FOX FACTORY HOLDING CORP  
 Form 4  
 January 20, 2017

**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 \*  
**KATHERMAN WILLIAM H**

2. Issuer Name and Ticker or Trading Symbol  
**FOX FACTORY HOLDING CORP [FOXF]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O FOX FACTORY HOLDING CORP., 915 DISC DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/18/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, GLOBAL OPERATIONS**

**SCOTTS VALLEY, CA 95066**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	01/18/2017		M			27,890	A	\$ 6.2	59,675	D	
Common Stock	01/18/2017		S <sup>(1)</sup>			27,890	D	\$ 26.5747 <sup>(2)</sup>	31,785	D	
Common Stock	01/19/2017		M			14,292	A	\$ 6.2	46,077	D	
Common Stock	01/19/2017		S <sup>(1)</sup>			14,292	D	\$ 26.5983 <sup>(3)</sup>	31,785	D	

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Common Stock	01/20/2017	M	13,558	A	\$ 6.2	45,343	D
Common Stock	01/20/2017	<u>S</u> <sup>(1)</sup>	13,558	D	\$ 26.4407 <u>(4)</u>	31,785	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.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.2	01/18/2017		M	27,890	<u>(5)</u>	10/03/2022	Common Stock	27,890
Employee Stock Option (right to buy)	\$ 6.2	01/19/2017		M	14,292	<u>(5)</u>	10/03/2022	Common Stock	14,292
Employee Stock Option (right to buy)	\$ 6.2	01/20/2017		M	13,558	<u>(5)</u>	10/03/2022	Common Stock	13,558

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

KATHERMAN WILLIAM H  
C/O FOX FACTORY HOLDING CORP.  
915 DISC DRIVE  
SCOTTS VALLEY, CA 95066

SVP, GLOBAL  
OPERATIONS

## Signatures

/s/ William H. Katherman, by David Haugen as  
attorney-in-fact

01/20/2017

\_\_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) The shares were sold in open market transactions pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b-5 of the Securities Exchange Act of 1934, as amended.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.95 to \$26.80, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.40 to \$27.00, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.25 to \$26.75, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
  - (4) Three 25% tranches of a previously reported option, representing a right to purchase a total of 74,320 shares, became exercisable on October 3, 2014, October 3, 2015 and October 3, 2016 respectively. The remaining 25% tranche of the 74,320 share option, or 18,580 shares, will vest on October 3, 2017. The stock option was originally granted on October 3, 2012.

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.