Under Armour, Inc. Form 4 November 19, 2015

# FORM 4

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

Check this box if no longer subject to Section 16.

Section 16.

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Plank Kevin A			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Under Armour, Inc. [UA]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
1020 HULL STREET			11/18/2015	Officer (give title Other (specify below)			
				Chairman and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BALTIMORE, MD 21230			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I. Non Dordon Co. and Co. A				

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly 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)	(A) or		0)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/18/2015		C <u>(1)</u>	12,500	A	\$ 0	12,500	I	By Plank Family Trust
Class A Common Stock	11/18/2015		S(3)	5,563 (4)	D	\$ 85.39	6,937	I	By Plank Family Trust
Class A Common Stock	11/18/2015		S(3)	6,260 <u>(5)</u>	D	\$ 86.42	677	I	By Plank Family Trust
Class A Common	11/18/2015		S(3)	677 <u>(6)</u>	D	\$ 87.09	0	I	By Plank Family

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

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response...

Stock								Trust
Class A Common Stock	11/19/2015	C <u>(1)</u>	200,000	A	\$ 0	390,123	D	
Class A Common Stock	11/19/2015	C(1)	12,500	A	\$ 0	12,500	I	By Plank Family Trust
Class A Common Stock	11/19/2015	C(1)	6,250	A	\$ 0	6,250	I	By KD Plank LLC
Class A Common Stock	11/19/2015	C(1)	6,250	A	\$ 0	6,250	I	KD Plank #2 LLC
Class A Common Stock	11/19/2015	S(3)	41,679 (7)	D	\$ 88.42	348,444	D	
Class A Common Stock	11/19/2015	S(3)	2,605 (7)	D	\$ 88.42	9,895	I	By Plank Family Trust
Class A Common Stock	11/19/2015	S(3)	1,302 (7)	D	\$ 88.42	4,948	I	By KD Plank LLC
Class A Common Stock	11/19/2015	S(3)	1,302 (7)	D	\$ 88.42	4,948	I	KD Plank #2 LLC
Class A Common Stock	11/19/2015	S(3)	158,001 (8)	D	\$ 88.89	190,443	D	
Class A Common Stock	11/19/2015	S(3)	9,875 (8)	D	\$ 88.89	20	I	By Plank Family Trust
Class A Common Stock	11/19/2015	S(3)	4,938 (8)	D	\$ 88.89	10	I	By KD Plank LLC
Class A Common Stock	11/19/2015	S(3)	4,938 (8)	D	\$ 88.89	10	I	KD Plank #2 LLC
Class A Common Stock	11/19/2015	S(3)	320 (9)	D	\$ 89.6	190,123	D	
Class A Common Stock	11/19/2015	S(3)	20 (9)	D	\$ 89.6	0	I	By Plank Family Trust

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Class A Common Stock	11/19/2015	S(3)	10 (9)	D	\$ 89.6 0	I	By KD Plank LLC
Class A Common Stock	11/19/2015	S(3)	10 (9)	D	\$ 89.6 0	I	KD Plank #2 LLC

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	onDerivative		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
Class B Common Stock	<u>(2)</u>	11/18/2015		C		12,500	(2)	(2)	Class A Common Stock	12,500
Class B Common Stock	<u>(2)</u>	11/19/2015		C		200,000	(2)	(2)	Class A Common Stock	200,000
Class B Common Stock	<u>(2)</u>	11/19/2015		C		12,500	(2)	(2)	Class A Common Stock	12,500
Class B Common Stock	<u>(2)</u>	11/19/2015		C		6,250	(2)	(2)	Class A Common Stock	6,250
Class B Common Stock	<u>(2)</u>	11/19/2015		C		6,250	(2)	(2)	Class A Common Stock	6,250

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chairman and CEO

Reporting Owners 3

Plank Kevin A 1020 HULL STREET BALTIMORE, MD 21230

### **Signatures**

/s/ John P. Stanton, Attorney in Fact for Kevin A. Plank

11/19/2015

\*\*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).
- (1) Shares of Class B Common Stock automatically convert to Shares of Class A Common Stock effective immediately upon the sale of the Class B shares by the reporting person.
- (2) Class B Common Stock is convertible at any time at the option of the reporting person into shares of Class A Common Stock on a one-for-one basis, and has no expiration date.
- (3) Shares sold pursuant to a 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$85.00 to \$85.99. 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.
- This transaction was executed in multiple trades at prices ranging from \$86.00 to \$86.99. The price reported above reflects the weighted (5) 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.
- This transaction was executed in multiple trades at prices ranging from \$87.00 to \$87.18. 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.
- This transaction was executed in multiple trades at prices ranging from \$87.60 to \$88.59. 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.
- This transaction was executed in multiple trades at prices ranging from \$88.60 to \$89.59. 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.
- This transaction was executed in multiple trades at prices ranging from \$89.60 to \$89.61. The price reported above reflects the weighted (9) 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:**

This form should be read with the other form 4 filed at approximately the same time.

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.

Signatures 4