

Under Armour, Inc.  
Form SC 13G  
December 21, 2018

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. )\*

Under Armour,  
Inc.  
(Name of  
Issuer)

Class A  
Common Stock,  
par value  
\$0.0003 1/3 per  
share  
(Title of Class  
of Securities)

904311107  
(CUSIP  
Number)

December 13,  
2018  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to

which this  
Schedule is  
filed:

“ Rule 13d-1(b)  
“ Rule 13d-1(c)  
“ Rule 13d-1(d)

(Page 1 of 12  
Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 904311107 13G Page 2 of 12 Pages

1	NAME OF REPORTING PERSON
2	Adage Capital Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	11,036,373 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	11,036,373 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	11,036,373 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.88%  
TYPE OF  
REPORTING  
PERSON

PN

CUSIP No. 904311107 13G Page 3 of 12 Pages

1	NAME OF REPORTING PERSON
2	Adage Capital Partners GP, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	11,036,373 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	11,036,373 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,036,373
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)
5.88%
TYPE OF
REPORTING
12 PERSON
OO

CUSIP No. 904311107 13G Page 4 of 12 Pages

1	NAME OF REPORTING PERSON
2	Adage Capital Advisors, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	11,036,373 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	11,036,373 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,036,373
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)
5.88%
TYPE OF
REPORTING
12 PERSON
OO



CUSIP No. 904311107 13G Page 5 of 12 Pages

<b>1</b>	NAME OF REPORTING PERSON
	Robert Atchinson
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	11,036,373
<b>7</b>	SOLE DISPOSITIVE POWER
	0
<b>8</b>	SHARED DISPOSITIVE POWER
	11,036,373
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	11,036,373

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN ROW (9)
12	5.88% TYPE OF REPORTING PERSON  IN

CUSIP No. 904311107 13G Page 6 of 12 Pages

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Phillip Gross CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
<b>5</b>	United States SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
<b>7</b>	11,036,373 SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	11,036,373 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	11,036,373

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	5.88% TYPE OF REPORTING PERSON  IN

CUSIP No. 904311107 13G Page 7 of 12 Pages

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Under Armour, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 1020 Hull Street, Baltimore, Maryland 21230.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Adage Capital Partners, L.P., a Delaware limited partnership ("ACP") with respect to the shares of Class A Common Stock directly owned by it;

- Adage Capital Partners GP, L.L.C., a limited liability company organized under the laws of the State of  
(ii) Delaware ("ACPGP"), as general partner of ACP with respect to the shares of Class A Common Stock directly owned by ACP;

- Adage Capital Advisors, L.L.C., a limited liability company organized under the laws of the State of  
(iii) Delaware ("ACA"), as managing member of ACPGP, general partner of ACP, with respect to the shares of Class A Common Stock directly owned by ACP;

- (iv) Robert Atchinson ("Mr. Atchinson"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Class A Common Stock directly owned by ACP; and

- (v) Phillip Gross ("Mr. Gross"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Class A Common Stock directly owned by ACP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 200 Clarendon Street, 52nd floor, Boston, Massachusetts 02116.

**Item  
2(c). CITIZENSHIP**

ACP is a limited partnership organized under the laws of the State of Delaware. ACPGP and ACA are limited liability companies organized under the laws of the State of Delaware. Messrs. Gross and Atchinson are citizens of the United States.

CUSIP No. 904311107 13G Page 8 of 12 Pages

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class A Common Stock, par value \$0.0003 1/3 per share (the "Class A Common Stock").

**Item 2(e). CUSIP NUMBER**

904311107.

**Item 3. IF THIS  
STATEMENT IS  
FILED PURSUANT  
TO Rules 13d-1(b),  
OR 13d-2(b) OR (c),  
CHECK WHETHER  
THE PERSON  
FILING IS A:**

- Broker or dealer
- (a) ..registered under  
Section 15 of the  
Act;
- Bank as defined in
- (b) ..Section 3(a)(6) of  
the Act;
- Insurance company
- (c) ..as defined in  
Section 3(a)(19) of  
the Act;
- Investment  
company registered
- (d) ..under Section 8 of  
the Investment  
Company Act of  
1940;
- An investment  
adviser in
- (e) ..accordance with  
Rule  
13d-1(b)(1)(ii)(E);
- (f) ..An employee  
benefit plan or  
endowment fund in  
accordance with  
Rule  
13d-1(b)(1)(ii)(F);

- A parent holding company or control
- (g) ..person in accordance with Rule 13d-1(b)(1)(ii)(G);
- A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- A church plan that is excluded from the definition of an investment
- (i) ..company under Section 3(c)(14) of the Investment Company Act;

- A non-U.S. institution in
- (j) ..accordance with Rule 13d-1(b)(1)(ii)(J);
- Group, in
- (k) ..accordance with Rule 13d-1(b)(1)(ii)(K).
- If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type Not applicable. of institution:

**Item 4. OWNERSHIP**

A. Adage Capital Partners, L.P., Adage Capital Partners GP, L.L.C. and Adage Capital Advisors, L.L.C.



Edgar Filing: Under Armour, Inc. - Form SC 13G

(a) Amount beneficially owned: 11,036,373

Percent of class: 5.88%. The percentages set forth in this Schedule 13G are calculated based upon the

(b) 187,615,732 shares of Class A Common Stock reported to be issued and outstanding as of October 31, 2018, in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 5, 2018.

CUSIP No. 904311107 13G Page 9 of 12 Pages

- (c)(i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 11,036,373
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition of: 11,036,373

ACP has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which power may be exercised by its general partner, ACPGP. ACA, as managing member of ACPGP, directs ACPGP's operations. Neither ACPGP nor ACA directly own any shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, ACPGP and ACA may be deemed to beneficially own the shares owned by ACP.

**B. Robert Atchinson and Phillip Gross**

- (a) Amount beneficially owned: 11,036,373
- (b) Percent of class: 5.88%
- (c)(i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 11,036,373
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 11,036,373

Messrs. Atchinson and Gross, as managing members of ACA, have shared power to vote the shares of Class A Common Stock beneficially owned by ACP. Neither Mr. Atchinson nor Mr. Gross directly own any shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares beneficially owned by ACP.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item**  
**10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**CUSIP No. 904311107 13G Page 11 of 12 Pages**

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: December 21, 2018

ADAGE CAPITAL PARTNERS, L.P.

By: Adage Capital Partners GP, L.L.C.,  
its general partner

By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson

Name: Robert Atchinson

Title: Managing Member

ADAGE CAPITAL PARTNERS GP, L.L.C.

By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson

Name: Robert Atchinson

Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson

Name: Robert Atchinson

Title: Managing Member

ROBERT ATCHINSON

/s/ Robert Atchinson

ROBERT ATCHINSON, individually

PHILLIP GROSS

/s/ Phillip Gross

PHILLIP GROSS, individually

CUSIP No. 904311107 13G Page 12 of 12 Pages

**EXHIBIT 1**

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: December 21, 2018

ADAGE CAPITAL PARTNERS, L.P.  
By: Adage Capital Partners GP, L.L.C.,  
its general partner

By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL PARTNERS GP, L.L.C.  
By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

/s/ Robert Atchinson  
ROBERT ATCHINSON, individually

/s/ Phillip Gross

PHILLIP GROSS, individually