

MARINEMAX INC

Form 4

July 28, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCLAMB MICHAEL H

(Last) (First) (Middle)

**2600 MCCORMICK DRIVE, SUITE
200**

(Street)

CLEARWATER, FL 33759

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MARINEMAX INC [HZO]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2016

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)

Executive VP, CFO and Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	07/26/2016		M ⁽¹⁾	2,537 A	\$ 2.81 131,185	D	
Common Stock	07/26/2016		S ⁽¹⁾	2,537 D	\$ 21.48 128,648	D	
Common Stock	07/28/2016		M ⁽¹⁾	3,800 A	\$ 7 132,448	D	
Common Stock	07/28/2016		S ⁽¹⁾	3,800 D	\$ 20.05 128,648	D	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.81	07/26/2016		M	2,537	09/06/2012 11/20/2018	Common Stock 2,537
Employee Stock Option (Right to Buy)	\$ 7	07/28/2016		M	3,800	<u>(4)</u> 12/08/2019	Common Stock 3,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCLAMB MICHAEL H 2600 MCCORMICK DRIVE, SUITE 200 CLEARWATER, FL 33759	X Executive VP, CFO and Sec

Signatures

Michael H. McLamb 07/28/2016

**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) The shares were exercised and sold pursuant to a 10b5-1 Sales Plan.

This transaction was executed in multiple trades at prices ranging from \$21.43 to \$21.54. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(2) This transaction was executed in multiple trades at prices ranging from \$20.05 to \$20.08. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

- (3) 1/36 of the options vested and became exercisable on a monthly basis for a three-year period beginning on December 8, 2009, the initial grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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