

Under Armour, Inc.
Form 4
July 30, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Plank Kevin A

(Last) (First) (Middle)

1020 HULL STREET

(Street)

BALTIMORE, MD 21230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Under Armour, Inc. [UA]

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

05/30/2014

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)

Chairman and CEO

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 A Common Stock	07/29/2014		C ⁽³⁾	241,680 A \$ 0	285,226	D	
Class A Common Stock	07/29/2014		C ⁽³⁾	15,105 A \$ 0	15,105	I	By KD Plank LLC
Class A Common Stock	07/29/2014		C ⁽³⁾	15,105 A \$ 0	15,105	I	KD Plank #2 LLC
Class A Common	07/29/2014		C ⁽³⁾	8,320 A \$ 0	293,546	D	

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Stock								
Class A Common Stock	07/29/2014	<u>C⁽³⁾</u>	520	A	\$ 0	15,625	I	By KD Plank LLC
Class A Common Stock	07/29/2014	<u>C⁽³⁾</u>	520	A	\$ 0	15,625	I	KD Plank #2 LLC
Class A Common Stock	07/29/2014	<u>S⁽⁴⁾</u>	241,680 <u>(5)</u>	D	\$ 69.12	51,866	D	
Class A Common Stock	07/29/2014	<u>S⁽⁴⁾</u>	15,105 <u>(5)</u>	D	\$ 69.12	520	I	By KD Plank LLC
Class A Common Stock	07/29/2014	<u>S⁽⁴⁾</u>	15,105 <u>(5)</u>	D	\$ 69.12	520	I	KD Plank #2 LLC
Class A Common Stock	07/29/2014	<u>S⁽⁴⁾</u>	8,320 <u>(6)</u>	D	\$ 69.8	43,546	D	
Class A Common Stock	07/29/2014	<u>S⁽⁴⁾</u>	520 <u>(6)</u>	D	\$ 69.8	0	I	By KD Plank LLC
Class A Common Stock	07/29/2014	<u>S⁽⁴⁾</u>	520 <u>(6)</u>	D	\$ 69.8	0	I	KD Plank #2 LLC
Class A Common Stock	07/30/2014	<u>C⁽³⁾</u>	250,000	A	\$ 0	293,546	D	
Class A Common Stock	07/30/2014	<u>C⁽³⁾</u>	15,625	A	\$ 0	15,625	I	By KD Plank LLC
Class A Common Stock	07/30/2014	<u>C⁽³⁾</u>	15,625	A	\$ 0	15,625	I	KD Plank #2 LLC
Class A Common Stock	07/30/2014	<u>S⁽⁴⁾</u>	250,000 <u>(7)</u>	D	\$ 69.06	43,546	D	
Class A Common Stock	07/30/2014	<u>S⁽⁴⁾</u>	15,625 <u>(7)</u>	D	\$ 69.06	0	I	By KD Plank LLC
Class A Common Stock	07/30/2014	<u>S⁽⁴⁾</u>	15,625 <u>(7)</u>	D	\$ 69.06	0	I	KD Plank #2 LLC

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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
Class B Common Stock	(1)					(1) (1)	Class A Common Stock 3,198,476
Class B Common Stock	(1)	05/30/2014		G(2)	V 180,000	(1) (1)	Class A Common Stock 180,000
Class B Common Stock	(1)	07/29/2014		C	241,680	(1) (1)	Class A Common Stock 241,680
Class B Common Stock	(1)	07/29/2014		C	15,105	(1) (1)	Class A Common Stock 15,105
Class B Common Stock	(1)	07/29/2014		C	15,105	(1) (1)	Class A Common Stock 15,105
Class B Common Stock	(1)	07/29/2014		C	8,320	(1) (1)	Class A Common Stock 8,320
Class B Common Stock	(1)	07/29/2014		C	520	(1) (1)	Class A Common Stock 520
Class B Common Stock	(1)	07/29/2014		C	520	(1) (1)	Class A Common Stock 520
Class B Common Stock	(1)	07/30/2014		C	250,000	(1) (1)	Class A Common Stock 250,000
	(1)	07/30/2014		C	15,625	(1) (1)	15,625

Class B
Common
Stock

Class A
Common
Stock

Class B Common Stock	<u>(1)</u>	07/30/2014	C	15,625	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	15,625
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Plank Kevin A 1020 HULL STREET BALTIMORE, MD 21230			Chairman and CEO	

Signatures

/s/ John P. Stanton, Attorney in Fact for Kevin A. Plank 07/30/2014

__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) 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.
- (2) Shares gifted in connection with a 10b5-1 trading plan.
- (3) 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.
- (4) Shares sold pursuant to a 10b5-1 trading plan.

(5) This transaction was executed in multiple trades at prices ranging from \$68.68 to \$69.67. 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.

(6) This transaction was executed in multiple trades at prices ranging from \$69.68 to \$69.94. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$68.68 to \$69.60. 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.

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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