

Under Armour, Inc.  
Form 4  
October 31, 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  
Number: 3235-0287  
Expires: January 31,  
2015  
Estimated average  
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response... 0.5

(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)

10/30/2014

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)  
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	10/30/2014		C <sup>(2)</sup>	250,000	A \$ 0 293,546	D	
Class A Common Stock	10/30/2014		C <sup>(2)</sup>	15,625	A \$ 0 15,625	I	By KD Plank LLC
Class A Common Stock	10/30/2014		C <sup>(2)</sup>	15,625	A \$ 0 15,625	I	KD Plank #2 LLC
Class A Common	10/30/2014		S <sup>(3)</sup>	250,000	D \$ 43,546	D	
				<sup>(4)</sup>	64.32		

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Stock								
Class A Common Stock	10/30/2014	<u>S</u> (3)	15,625 (4)	D	\$ 64.32	0	I	By KD Plank LLC
Class A Common Stock	10/30/2014	<u>S</u> (3)	15,625 (4)	D	\$ 64.32	0	I	KD Plank #2 LLC
Class A Common Stock	10/31/2014	<u>C</u> (2)	84,296	A	\$ 0	127,842	D	
Class A Common Stock	10/31/2014	<u>C</u> (2)	5,268	A	\$ 0	5,268	I	By KD Plank LLC
Class A Common Stock	10/31/2014	<u>C</u> (2)	5,268	A	\$ 0	5,268	I	KD Plank #2 LLC
Class A Common Stock	10/31/2014	<u>C</u> (2)	25,704	A	\$ 0	153,546	D	
Class A Common Stock	10/31/2014	<u>C</u> (2)	1,607	A	\$ 0	6,875	I	By KD Plank LLC
Class A Common Stock	10/31/2014	<u>C</u> (2)	1,607	A	\$ 0	6,875	I	KD Plank #2 LLC
Class A Common Stock	10/31/2014	<u>S</u> (3)	84,296 (5)	D	\$ 65.52	69,250	D	
Class A Common Stock	10/31/2014	<u>S</u> (3)	5,268 (5)	D	\$ 65.52	1,607	I	KD Plank #2 LLC
Class A Common Stock	10/31/2014	<u>S</u> (3)	25,704 (6)	D	\$ 65.99	43,546	D	
Class A Common Stock	10/31/2014	<u>S</u> (3)	1,607 (6)	D	\$ 65.99	5,268	I	By KD Plank LLC
Class A Common Stock	10/31/2014	<u>S</u> (3)	1,607 (6)	D	\$ 65.99	0	I	KD Plank #2 LLC
Class A Common Stock	10/31/2014	<u>S</u> (3)	5,268 (5)	D	\$ 65.52	0	I	By KD Plank 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)	10/30/2014		C	250,000	(1) (1)	Class A Common Stock 250,000
Class B Common Stock	(1)	10/30/2014		C	15,625	(1) (1)	Class A Common Stock 15,625
Class B Common Stock	(1)	10/30/2014		C	15,625	(1) (1)	Class A Common Stock 15,625
Class B Common Stock	(1)	10/31/2014		C	84,296	(1) (1)	Class A Common Stock 84,296
Class B Common Stock	(1)	10/31/2014		C	5,268	(1) (1)	Class A Common Stock 5,268
Class B Common Stock	(1)	10/31/2014		C	5,268	(1) (1)	Class A Common Stock 5,268
Class B Common Stock	(1)	10/31/2014		C	25,704	(1) (1)	Class A Common Stock 25,704
Class B Common Stock	(1)	10/31/2014		C	1,607	(1) (1)	Class A Common Stock 1,607
	(1)	10/31/2014		C	1,607	(1) (1)	1,607

Class B  
Common  
Stock

Class A  
Common  
Stock

## 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

10/31/2014

\_\_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 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.
- (3) Shares sold pursuant to a 10b5-1 trading plan.

(4) This transaction was executed in multiple trades at prices ranging from \$64.00 to \$64.97. 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.

(5) This transaction was executed in multiple trades at prices ranging from \$64.86 to \$65.85. 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 \$65.86 to \$66.21. 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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