

Sato Samuel M
Form 4
June 18, 2018

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 *
Sato Samuel M

(Last) (First) (Middle)

3308 N MITTHOEFFER ROAD

(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FINISH LINE INC /IN/ [FINL]

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2018

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)
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 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	06/18/2018		D	206,973	D		

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)

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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-Based Restricted Stock	(2)	06/18/2018		D		29,304		(2)	03/28/2019	Class A Common Stock
Performance-Based Restricted Stock	(2)	06/18/2018		D		100,267		(2)	03/27/2020	Class A Common Stock
Dividend Equivalent Rights	(4)	06/18/2018		D		7,054		(5)	(5)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sato Samuel M 3308 N MITTHOEFFER ROAD INDIANAPOLIS, IN 46235	X		CEO	

Signatures

Christopher C. Eck, as attorney-in-fact for Samuel M. Sato

06/18/2018

____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) Pursuant to the terms of the Agreement and Plan of Merger dated March 25, 2018 by and among The Finish Line, Inc., JD Sports Fashion Plc, and Genesis Merger Sub, Inc. (the "Merger Agreement"), each share of common stock was converted into the right to receive \$13.50 as of June 18, 2018, which was the closing date of the merger.

(2) Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. Under the original terms of the restricted stock grant, the shares of performance-based restricted stock vest upon achieving certain performance goals measured over a three-year performance period. Dividend equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.

(3) Pursuant to the Merger Agreement, each share of performance-based restricted stock, and each related dividend equivalent right accruing on each share of performance-based restricted stock, was converted on the closing date into the right to receive \$13.50.

(4) The dividend equivalent rights reflect the aggregate accruals of dividends paid by the issuer that accrued on the reporting person's performance-based restricted stock. Each dividend equivalent right is the economic equivalent of one share of Class A Common Stock.

(5)

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Under the original terms of the restricted stock grant, the dividend equivalent rights vest proportionately with the shares of performance-based restricted stock to which they relate.

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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