

Springer Jackie D. Jr.
Form 4
September 12, 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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Springer Jackie D. Jr.

(Last) (First) (Middle)

5075 KIMBERLY WAY

(Street)

LOUDON, TN 37774

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Malibu Boats, Inc. [MBUU]

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

09/10/2018

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)

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/10/2018		M		13,000	A	\$ 25.85	99,815 ⁽¹⁾	D	
Class A Common Stock	09/10/2018		S		21,374	D	\$ 52.4 ⁽²⁾	78,441 ⁽¹⁾	D	
Class A Common Stock	09/10/2018		S		14,611	D	\$ 53.31 ⁽³⁾	63,830 ⁽¹⁾	D	
Class A Common	09/10/2018		C ⁽⁴⁾⁽⁵⁾		60,000	A	\$ 0	60,000	I	See footnote

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Stock								(6)
Class A Common Stock	09/10/2018	S	30,200	D	\$ 52.39 (7)	29,800	I	See footnote (6)
Class A Common Stock	09/10/2018	S	29,800	D	\$ 53.29 (8)	0	I	See footnote (6)

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)	\$ 25.85	09/10/2018		M		13,000		<u>(9)</u>	06/28/2023	Class A Common Stock	13,000
Units of Malibu Boats Holdings, LLC	<u>(4)</u>	09/10/2018		<u>C</u> ⁽⁵⁾		60,000		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	60,000
Units of Malibu Boats Holdings, LLC	<u>(4)</u>	09/11/2018		<u>G</u> ⁽¹⁰⁾	V	10,000		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Springer Jackie D. Jr.
5075 KIMBERLY WAY
LOUDON, TN 37774

X

Chief Executive Officer

Signatures

Jackie D. Springer Jr., /s/ Wayne Wilson as
attorney-in-fact

09/12/2018

__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) Includes 15,187 shares of restricted stock vesting in three substantially equal annual installments beginning on November 4, 2018, 3,390 shares of restricted stock vesting on November 6, 2018, 11,300 shares of restricted stock vesting in two equal annual installments beginning on November 6, 2018 and 11,000 shares of restricted stock vesting in four equal annual installments beginning on November 6, 2018.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.01 to \$53.00, inclusive. The reporting person undertakes to provide Malibu Boats, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (7) and (8).
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.01 to \$53.63, inclusive.
 - (4) Pursuant to the terms of exchange agreements between the Issuer and holders of LLC Units, a holder of LLC Units has the right to exchange LLC Units for shares of the Issuer's Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or at the Issuer's option, other than in the event of a change in control, for cash payment equal to the market value of the LLC Units. The LLC Units have no expiration dates.
 - (5) The reporting person exchanged LLC Units for the equivalent number of shares of the Issuer's Class A Common Stock in accordance with the terms of the exchange agreement.
 - (6) The LLC Units are held directly by a limited liability company. The reporting person and his wife each own a 50% membership interest in, and the reporting person is the managing member of, the limited liability company.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.92 to \$52.91, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.92 to \$53.81, inclusive.
 - (9) The option vests in four equal annual installments beginning on June 29, 2018. As of the date hereof, an option to purchase 13,000 shares had fully vested and the remaining option to purchase 39,000 shares will vest in three equal annual installments beginning on June 29, 2019.
 - (10) The reporting person transferred his indirectly held LLC Units to another entity for no consideration.

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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