

Under Armour, Inc.
Form 4
October 31, 2014

FORM 4

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

OMB APPROVAL

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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

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------|
| | | | Code | V | Amount | (D) | Price | | |
| Class A Common Stock | 10/30/2014 | | C ⁽²⁾ | | 250,000 | A | \$ 0 293,546 | D | |
| Class A Common Stock | 10/30/2014 | | C ⁽²⁾ | | 15,625 | A | \$ 0 15,625 | I | By KD Plank LLC |
| Class A Common Stock | 10/30/2014 | | C ⁽²⁾ | | 15,625 | A | \$ 0 15,625 | I | KD Plank #2 LLC |
| Class A Common | 10/30/2014 | | S ⁽³⁾ | | 250,000 | D | \$ 43,546 | D | |
| | | | | | ⁽⁴⁾ | | 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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(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.
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.
 - (4) 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.
 - (5) 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.
 - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.