

Under Armour, Inc.  
Form 4  
August 18, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
COLTHARP DOUGLAS E

(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)  
08/17/2016

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)

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)
Class A Common Stock					500	I	UTMA for Child
Class A Common Stock					500	I	UTMA for Child
Class A Common Stock					75,000	I	By Spouse
Class A Common Stock	08/17/2016		M	900 A	\$ 5.6795 61,720.24	D	

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Class A Common Stock	08/17/2016	S	900	D	\$ 41.75	60,820.24	D
Class A Common Stock	08/18/2016	M	5,748	A	\$ 5.6795	66,568.24	D
Class A Common Stock	08/18/2016	S	<u>5,748</u> (2)	D	\$ 41.786	60,820.24	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)

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)	8. D	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Director Stock Option (Right to Buy) <sup>(1)</sup>	\$ 5.6795	08/17/2016		M	900	05/06/2008	05/08/2017	Class A Common Stock	900
Director Stock Option (Right to Buy) <sup>(1)</sup>	\$ 5.6795	08/18/2016		M	5,748	05/06/2008	05/08/2017	Class A Common Stock	5,748

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

COLTHARP DOUGLAS E  
1020 HULL STREET  
BALTIMORE, MD 21230

## Signatures

/s/ John P. Stanton, Attorney in Fact for: Douglas E.  
Coltharp

08/18/2016

\*\*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).

- Under Armour, Inc. declared a stock dividend pursuant to which all holders of Class A Common Stock on March 28, 2016, the record date for the dividend, received on April 7, 2016, one share of Class C Common Stock for each share of Class A Common Stock held by them as of the record date (the "Class C Dividend"). This stock option was previously reported as an option to purchase 1,662 shares of Under Armour, Inc.'s Class A Common Stock at an exercise price of \$45.12, and was later adjusted for two separate two-for-one stock splits completed in 2012 and 2014. As a result of the Class C Dividend, this option became exercisable for shares of Class C Common Stock as well. The exercise price of this option has been adjusted so that the portion of the option covering the Class A Common Stock now has an exercise price of \$5.6795 and the portion of the option covering the Class C Common Stock has an exercise price of \$5.56 per share.
- This transaction was executed in multiple trades at prices ranging from \$41.75 to \$41.86. 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.

### Remarks:

Does not include Class C Common Stock held by the Reporting Person.

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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