

CENTERBRIDGE CAPITAL PARTNERS L P

Form 4

December 04, 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 *

CENTERBRIDGE CAPITAL
PARTNERS L P

(Last) (First) (Middle)

375 PARK AVENUE, 11TH
FLOOR

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Skyline Champion Corp [SKY]

3. Date of Earliest Transaction

(Month/Day/Year)

11/30/2018

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 ____X____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 11/30/2018 | | S | 1,635,498 | D 21.8 (1) | 4,547,076 | I See Footnotes (2) (6) (10) |
| Common Stock | 11/30/2018 | | S | 56,768 | D 21.8 (1) | 152,422 | I See Footnotes (3) (6) (10) |
| Common Stock | 11/30/2018 | | S | 42,047 | D 21.8 (1) | 110,025 | I See Footnotes (4) (6) (10) |
| Common Stock | 11/30/2018 | | S | 15,687 | D 21.8 | 41,048 | I See Footnotes |

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| | | | | | | (1) | | | (5) (6) (10) |
|--------------|------------|--|------------------|----------|---|------------|-----------|---|---|
| Common Stock | 11/30/2018 | | J ⁽⁷⁾ | 73,929 | D | <u>(7)</u> | 4,473,147 | I | See Footnotes <u>(2)</u> <u>(6)</u> <u>(10)</u> |
| Common Stock | 11/30/2018 | | J ⁽⁸⁾ | 1,071 | D | <u>(8)</u> | 151,351 | I | See Footnotes <u>(3)</u> <u>(6)</u> <u>(10)</u> |
| Common Stock | 11/30/2018 | | G ⁽⁹⁾ | V 66,697 | D | \$ 0 | 0 | I | See Footnote ⁽⁹⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| CENTERBRIDGE CAPITAL PARTNERS L P 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152 | See Remarks |
| CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152 | X X |

Centerbridge Capital Partners SBS, L.P.
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

CCP Champion Investors, LLC
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

Centerbridge Associates, L.P.
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

Centerbridge Cayman GP Ltd.
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

CCP SBS GP, LLC
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

Gallooly Mark T
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

Aronson Jeffrey
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

X

X

X

X

X

X

Signatures

CENTERBRIDGE CAPITAL PARTNERS, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge Cayman GP Ltd., its general partner, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory

11/30/2018

__Signature of Reporting Person

Date

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge Cayman GP Ltd., its general partner, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory

11/30/2018

__Signature of Reporting Person

Date

CENTERBRIDGE CAPITAL PARTNERS SBS, L.P., By: CCP SBS GP, LLC, its general partner, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory

11/30/2018

__Signature of Reporting Person

Date

CCP CHAMPION INVESTORS, LLC, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory

11/30/2018

__Signature of Reporting Person

Date

CENTERBRIDGE ASSOCIATES, L.P., By: Centerbridge Cayman GP Ltd., its general partner, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory

11/30/2018

__Signature of Reporting Person

Date

CENTERBRIDGE CAYMAN GP LTD., By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory

11/30/2018

__Signature of Reporting Person

Date

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CCP SBS GP, LLC, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory

11/30/2018

__Signature of Reporting Person

Date

/s/ Mark T. Gallogly

11/30/2018

__Signature of Reporting Person

Date

/s/ Jeffrey H. Aronson

11/30/2018

__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) This amount represents the \$21.80 sale price per share of Common Stock of Skyline Champion Corporation ("Common Stock") received by the Reporting Persons in connection with a secondary block trade which closed on November 30, 2018.
- (2) These shares are held by Centerbridge Capital Partners, L.P. ("Capital Partners").
- (3) These shares are held by Centerbridge Capital Partners Strategic, L.P. ("Capital Partners Strategic").
- (4) These shares are held by CCP Champion Investors, LLC ("CCP Champion").
- (5) These shares are held by Centerbridge Capital Partners SBS, L.P. ("Capital Partners SBS," and, collectively with Capital Partners, Capital Partners Strategic and CCP Champion, the "Centerbridge Funds").

Centerbridge Associates, L.P. is the general partner of each of Capital Partners and Capital Partners Strategic, and the manager of CCP Champion. Centerbridge Cayman GP Ltd. is the general partner of Centerbridge Associates, L.P. CCP SBS GP, LLC is the general partner of Capital Partners SBS. Jeffrey H. Aronson and Mark T. Gallogly are the directors of Centerbridge Cayman GP Ltd. and managing members of CCP SBS GP, LLC. Each of such Centerbridge entities and Messrs. Aronson and Gallogly may be deemed to beneficially own the securities held by the Centerbridge Funds. Except for each of the Centerbridge Funds with respect to the securities held by such entity, each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein.
- (7) Represents a distribution for no consideration by Capital Partners of shares of Common Stock to Centerbridge Associates, L.P., its general partner, which shares had previously been indirectly beneficially owned by Centerbridge Associates, L.P. through its direct interest in Capital Partners. Centerbridge Associates, L.P. held these shares as nominee for certain indirect beneficial owners, including Mr. Gallogly, pending the charitable donations described below.
- (8) Represents a distribution for no consideration by Capital Partners Strategic of shares of Common Stock to Centerbridge Associates, L.P., its general partner, which shares had previously been indirectly beneficially owned by Centerbridge Associates, L.P. through its direct interest in Capital Partners Strategic. Centerbridge Associates, L.P. held these shares as nominee for certain indirect beneficial owners, including Mr. Gallogly, pending the charitable donations described below.
- (9) Represents charitable donations by Mr. Gallogly of the shares of Common Stock held on his behalf in connection with the distributions described herein, which receipt was exempt from reporting pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These shares were held by Centerbridge Associates, L.P. as nominee for Mr. Gallogly pending such charitable donations.
- (10) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any or all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

Each of the Reporting Persons may be deemed to be a member of a "group" (within the meaning of Rule 13d-5 under the Exchange Act).

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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