

WILHELM EDWARD W
Form 4
June 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
WILHELM EDWARD W

(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)
EVP, Chief Financial 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Class A Common Stock	06/18/2018		D		54,802	D	13.50
							(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						Code	V	(A) (D)
Stock Option (right to buy)	\$ 13.1	06/18/2018		D	24,350	<u>(2)</u>	03/11/2020	Class A Common Stock
Performance-Based Restricted Stock	<u>(4)</u>	06/18/2018		D	7,766	<u>(4)</u>	03/28/2019	Class A Common Stock
Performance-Based Restricted Stock	<u>(4)</u>	06/18/2018		D	20,244	<u>(4)</u>	03/27/2020	Class A Common Stock
Dividend Equivalent Rights	<u>(6)</u>	06/18/2018		D	1,555	<u>(7)</u>	<u>(7)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILHELM EDWARD W 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235			EVP, Chief Financial Officer	

Signatures

Christopher C. Eck, as attorney-in-fact for Edward W. Wilhelm 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).
- 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 (1) 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) The options vested over four years as follows: 10% on March 11, 2011; 20% on March 11, 2012; 30% on March 11, 2013; and 40% on March 11, 2014.
- (3) Pursuant to the Merger Agreement, each option was converted on the closing date into the right to receive an amount equal to the product of (i) the excess of \$13.50 over the \$13.10 exercise price per share, and (ii) the number of common shares subject to the option (net of

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withholding taxes and rounded down to the nearest whole cent).

- 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.
- (4) 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.
 - (5) 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.
 - (6) 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. 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.