

Under Armour, Inc.  
Form S-8 POS  
April 20, 2016

**As filed with the Securities and Exchange Commission on April 20, 2016**

**Registration No. 333-129932**

**Registration No. 333-172423**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**

**To**

**Form S-8**

**Registration Statement No. 333-129932**

**Post-Effective Amendment No. 1**

**To**

**Form S-8**

**Registration Statement No. 333-172423**

**Under Armour, Inc.**

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(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**52-1990078**  
(I.R.S. Employer  
Identification Number)

**1020 Hull Street**

**Baltimore, Maryland 21230**

(Address of Principal Executive Offices) (Zip Code)

**Under Armour, Inc. Second Amended and Restated 2005 Omnibus Long-Term Incentive Plan, as amended**

(Full Title of the Plan)

**Lawrence Molloy**

**Executive Vice President and Chief Financial Officer**

**Under Armour, Inc.**

**1020 Hull Street**

**Baltimore, Maryland 21230**

**(410) 454-6428**

**(Name, Address and Telephone Number, Including Area Code, of Agent for Service)**

*with copies to:*

**John P. Stanton**

**Senior Vice President, General Counsel and Secretary**

**Under Armour, Inc.**

**1020 Hull Street**

**Baltimore, Maryland 21230**

**(410) 454-6428**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**EXPLANATORY NOTE PARTIAL DE-REGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this Post-Effective Amendment ) relates to (1) the Registration Statement on Form S-8 (Registration No. 333-129932) filed by Under Armour, Inc. (the Company ) with the Securities and Exchange Commission (the Commission ) on November 23, 2005 pertaining to the registration of 10,800,000 shares of Class A common stock, par value \$0.0003 1/3 per share ( Class A common stock ), issuable under the Under Armour, Inc. Second Amended and Restated 2005 Omnibus Long-Term Incentive Plan (as amended and restated from time to time, the 2005 Omnibus Incentive Plan ), and (2) the Registration Statement on Form S-8 (Registration No. 333-172423) filed by the Company with the Commission on February 24, 2011 pertaining to the registration of 29,200,000 shares of Class A common stock issuable under the 2005 Omnibus Incentive Plan (such registration statements, the Registration Statements ).

Effective as of April 7, 2016, the 2005 Omnibus Incentive Plan was amended to reduce the total number of shares of Class A common stock issuable under the 2005 Omnibus Incentive Plan by 10,000,000 (the Excess Shares ). As a result, the Company is filing this Post-Effective Amendment No. 1 to de-register the Excess Shares. Following this Post-Effective Amendment, a total of 30,000,000 shares of Class A common stock will remain registered on the Registration Statements.

The foregoing numbers reflect (1) a 2-for-1 split of the Company s Class A common stock and Class B common stock, par value \$0.0003 1/3 per share (the Class B common stock ), effected as a common stock dividend paid on July 9, 2012 and (2) a 2-for-1 split of the Company s Class A common stock and Class B common stock effected as a common stock dividend paid on April 14, 2014. As a result of these stock splits, every share of the Company s pre-split Class A common stock originally registered on the Registration Statements was converted into four shares of post-split Class A common stock.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a post-effective amendment on Form S-8 and has duly caused this post-effective amendment to its registration statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Baltimore, State of Maryland, on this 20th day of April, 2016.

**UNDER ARMOUR, INC.**

By: /s/ Kevin A. Plank  
Name: Kevin A. Plank  
Title: Chairman of the Board and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Kevin A. Plank Kevin A. Plank	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 20, 2016
/s/ Lawrence Molloy Lawrence Molloy	Chief Financial Officer (Principal Accounting and Financial Officer)	April 20, 2016
* Byron K. Adams, Jr.	Director	April 20, 2016
George W. Bodenheimer	Director	April 20, 2016
* Douglas E. Coltharp	Director	April 20, 2016
Anthony W. Deering	Director	April 20, 2016
Karen W. Katz	Director	April 20, 2016
* A.B. Krongard	Director	April 20, 2016
* William R. McDermott	Director	April 20, 2016
	Director	April 20, 2016

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Eric T. Olson

\*

Harvey L. Sanders

Director

April 20, 2016

\* By: /s/ Kevin A. Plank  
Name: Kevin A. Plank  
Title: Attorney in Fact