

Under Armour, Inc.  
Form 4  
July 06, 2016

**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 \*  
COLTHARP DOUGLAS E

2. Issuer Name and Ticker or Trading Symbol  
Under Armour, Inc. [UAC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
1020 HULL STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/01/2016

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

BALITIMORE, MD 21230  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	(A) or (D)	Price
Class C Common Stock <sup>(1)</sup>					503	I	UTMA for Child
Class C Common Stock <sup>(1)</sup>					503	I	UTMA for Child
Class C Common Stock <sup>(1)</sup>					75,532	I	By Spouse
Class C Common Stock <sup>(1)</sup> <sup>(2)</sup>	07/01/2016		A		508.96	A	\$ 0 64,765.49 D

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLTHARP DOUGLAS E 1020 HULL STREET BALITIMORE, MD 21230				

**Signatures**

/s/ John P. Stanton, Attorney in Fact for: Douglas E. Coltharp 07/06/2016

\*\*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).
- The holdings in column 5 include shares of Class C common stock, including shares underlying restricted and deferred stock units previously granted to the Reporting Person, which were received by the Reporting Person in the dividend paid on June 29, 2016 by Under Armour, Inc. to holders of Class C common stock pursuant to the settlement of the shareholder litigation related to the creation of the Class C common stock.
- (1) Armour, Inc. to holders of Class C common stock pursuant to the settlement of the shareholder litigation related to the creation of the Class C common stock.
  - (2) Director fees deferred as deferred stock units pursuant to the Under Armour, Inc. 2006 Non-Employee Director Deferred Stock Unit Plan.

**Remarks:**

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

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