

Marano Thomas F.
Form 4
July 31, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marano Thomas F.

2. Issuer Name **and** Ticker or Trading
Symbol
Intrawest Resorts Holdings, Inc.
[SNOW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INTRAWEST RESORTS
HOLDINGS, INC., 1621 18TH
STREET SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2017

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & President

(Street)
DENVER, CO 80202

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/31/2017		D ⁽¹⁾		10,000	D	\$ 23.75 ⁽¹⁾

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 10.49	07/31/2017		D ⁽¹⁾	880,141	⁽²⁾ 11/20/2024	Common Stock 880,141
Stock Option	\$ 11.25	07/31/2017		D ⁽¹⁾	880,141	⁽²⁾ 11/20/2024	Common Stock 880,141
Stock Option	\$ 12.01	07/31/2017		D ⁽¹⁾	880,141	⁽²⁾ 11/20/2024	Common Stock 880,141

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marano Thomas F. C/O INTRAWEST RESORTS HOLDINGS, INC. 1621 18TH STREET SUITE 300 DENVER, CO 80202	X		CEO & President	

Signatures

/s/ Thomas F.
Marano 07/31/2017

__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) On April 7, 2017, Intrawest Resorts Holdings, Inc. ("IRHI") entered into an Agreement and Plan of Merger with Hawk Holding Company, LLC, Hawk Holding Company, Inc., and Hawk Merger Sub, Inc., pursuant to which Hawk Merger Sub, Inc. would be merged with and into IRHI, with IRHI continuing as the Surviving Company (the "Merger"). Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, each share of IRHI common stock ("Common Stock") issued and outstanding was converted into the right to receive \$23.75 in cash and each outstanding option to purchase a share of Common Stock (a "Stock Option") was terminated and canceled in exchange for the right to receive a single lump sum cash payment equal to (i) the product of (A) the number of shares of Common Stock subject to the Stock Option, whether or not then vested, and (B) the excess of \$23.75 over the exercise price applicable to such Stock Option.

(2) Pursuant to the Stock Option Award Agreement dated November 20, 2014 between IRHI and the reporting person, the first tranche of the Stock Option vested and became exercisable on November 20, 2016, and the second tranche of the Stock Option would become vested and exercisable on November 20, 2017, subject to the reporting person's continued employment with IRHI. Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, the Stock Option vested in full.

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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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