

Anderson Ritchie L.
Form 4
November 29, 2018

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 *
Anderson Ritchie L.

2. Issuer Name and Ticker or Trading Symbol
Malibu Boats, Inc. [MBUU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5075 KIMBERLY WAY

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2018

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

Chief Operating Officer

(Street)

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

LOUDON,, TN 37774

(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 (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 A Common Stock | 11/27/2018 | | S | | 6,700 D \$ 45.75 (1) | 22,775 (2) | D |
| Class A Common Stock | 11/27/2018 | | M | | 1,250 A \$ 30.87 | 24,025 (2) | D |
| Class A Common Stock | 11/27/2018 | | S | | 1,250 D \$ 45.68 (3) | 22,775 (2) | D |
| Class A Common | 11/27/2018 | | S | | 2,836 D \$ 46.05 | 19,939 (2) | D |

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| | | | | | | | |
|----------------------------|------------|--|---|-------|---|-------------|--------------|
| Stock | | | | | | (4) | |
| Class A Common Stock | 11/27/2018 | | M | 1,250 | A | \$ 30.87 | 21,189 (2) D |
| Class A Common Stock | 11/27/2018 | | S | 1,250 | D | \$ 46.12 | 19,939 (2) D |
| | | | | | | (5) | |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 30.87 | 11/27/2018 | | M | 1,250 | (6) 11/05/2023 | Class A Common Stock | 1,250 | |
| Employee Stock Option (right to buy) | \$ 30.87 | 11/27/2018 | | M | 1,250 (7) | 09/12/2018 11/05/2023 | Class A Common Stock | 1,250 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Anderson Ritchie L. 5075 KIMBERLY WAY | Director 10% Owner Officer Chief Operating Officer |

LOUDON,, TN 37774

Signatures

Ritchie L. Anderson /s/ Wayne Wilson as attorney
in fact

11/29/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$46.45, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (3), (4) and (5).

(2) Includes 2,500 shares of restricted stock vesting in two equal installments beginning on November 4, 2019, 1,303 restricted stock units vesting on November 6, 2019, 4,125 shares of restricted stock vesting in three equal installments beginning on November 6, 2019, and 6,000 shares of restricted stock vesting in four equal installments beginning on November 6, 2019. The restricted stock units represent the contingent right to receive an equivalent number of shares of the Issuer's Class A Common Stock.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$46.33, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$46.48, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$46.42, inclusive.

(6) The option vests in four equal installments beginning on November 6, 2018. As of the date hereof, an option to purchase 1,250 shares had fully vested and the remaining options to purchase 3,750 shares will vest in three equal annual installments beginning on November 6, 2019.

(7) As of the date hereof, a performance-based option to purchase 1,250 shares had fully vested under options granted on November 6, 2017.

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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