

FINISH LINE INC /IN/  
Form 4  
March 29, 2017

**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 \*  
**WILHELM EDWARD W**

(Last) (First) (Middle)  
3308 N. MITTHOEFFER RD.  
  
(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)  
03/27/2017

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	(A) or (D)	Price
Class A Common Stock	03/27/2017		A		20,244 (1)	A	\$ 0 70,604

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)**

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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 of Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-Based Restricted Stock	\$ 0 <sup>(2)</sup>	03/27/2017		A	20,244	03/27/2020 <sup>(2)</sup>	03/27/2020			Class A Common Stock
Performance-Based Restricted Stock	\$ 0					04/01/2017	04/01/2017			Class A Common Stock
Performance-Based Restricted Stock	\$ 0					03/30/2018	03/30/2018			Class A Common Stock
Performance-Based Restricted Stock	\$ 0					03/28/2019	03/28/2019			Class A Common Stock

## Reporting Owners

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

## Signatures

/s/ Christopher C. Eck,  
attorney-in-fact

03/29/2017

         \*\*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) The reported shares of restricted stock vest in three annual installments on the anniversary date of the grant, commencing on 3/27/2018.

Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals relating to the compound annual growth rate of The

(2) Finish Line, Inc.'s earnings per share and to consolidated enterprise sales growth, measured over a performance period including fiscal years 2018, 2019, and 2020. 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.

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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