

SeaWorld Entertainment, Inc.  
Form 4  
March 05, 2015

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Andrews Brad

(Last) (First) (Middle)

C/O SEAWORLD  
ENTERTAINMENT, INC., 9205  
SOUTH PARK CENTER LOOP,  
SUITE 400

(Street)

ORLANDO, FL 32819

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
SeaWorld Entertainment, Inc.  
[SEAS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/03/2015		A		6,355 (1)	A \$ 0 162,474	D
Common Stock	03/03/2015		A		4,236 (2)	A \$ 0 166,710	D
Common Stock	03/03/2015		A		8,473 (3)	A \$ 0 175,183	D

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.96	03/03/2015		A	18,299	<u>(4)</u> 03/03/2025	Common Stock	18,299

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Andrews Brad  
C/O SEAWORLD ENTERTAINMENT, INC.  
9205 SOUTH PARK CENTER LOOP, SUITE 400  
ORLANDO, FL 32819

Chief Zoological Officer

## Signatures

/s/ G. Anthony (Tony) Taylor, by power of  
attorney

03/05/2015

\_\_\_\_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).

- Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on
- (1) meeting certain performance criteria over a one-year performance period beginning on January 1, 2015 and ending on December 31, 2015.
  - (2) Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest in four equal annual installments beginning on March 3, 2016.
  - (3)

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Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on meeting certain performance criteria over a three-year performance period beginning on January 1, 2015 and ending on December 31, 2017.

(4) The option vests in four equal annual installments beginning on March 3, 2016.

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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