FINISH LINE INC /IN/

Form 4 March 29, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

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OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Jooma Imran Issuer Symbol FINISH LINE INC /IN/ [FINL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 3308 N. MITTHOEFFER ROAD 02/10/2015 below) EVP, Div Pres, Omni Strat (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **INDIANAPOLIS, IN 46235** Person

(City)	(State) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/10/2015		A	11,531 (1)	A	\$ 0	11,531	D	
Class A Common Stock	03/30/2015		A	4,493 (2)	A	\$ 0	16,024	D	
Class A Common Stock	02/09/2016		F	1,984 (3)	D	\$ 17.87	14,040	D	
Class A Common	02/29/2016		A	14,971 (4)	A	\$0	29,011	D	

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Stock							
Class A Common Stock	03/01/2016	F	923 (5)	D	\$ 18.22	28,088	D
Class A Common Stock	03/28/2016	A	5,363 (<u>6)</u>	A	\$ 0	33,451	D
Class A Common Stock	03/01/2017	F	1,059 (7)	D	\$ 16.3	32,392	D
Class A Common Stock	03/27/2017	A	20,970 (8)	A	\$0	53,362	D

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	on (Month/Day/Year) Execution Date, if TransactionDerivative any Code Securities (Month/Day/Year) (Instr. 8) Acquired or Dispose (D)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 23.8	02/10/2015		A	80,029	<u>(9)</u>	02/10/2025	Class A Common Stock
Stock Option (Right to Buy)	\$ 24.44	03/30/2015		A	41,781	(10)	03/30/2025	Class A Common Stock
Performance-Based Restricted Stock	(11)	03/30/2015		A	6,739	<u>(11)</u>	03/30/2018	Class A Common Stock
Stock Option (Right to Buy)	\$ 20.47	03/28/2016		A	54,790	(12)	03/28/2026	Class A Common Stock

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Performance-Based Restricted Stock	(13)	03/28/2016	A	8,044	<u>(13)</u>	03/28/2019	Class A Common Stock
Dividend Equivalent Rights	<u>(14)</u>	06/15/2015(15)	A	424	(14)	(14)	Class A Common Stock
Performance-Based Restricted Stock	<u>(16)</u>	03/27/2017	Α	20,970	(16)	03/27/2020	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jooma Imran 3308 N. MITTHOEFFER ROAD

INDIANAPOLIS, IN 46235

EVP, Div Pres, Omni Strat

Signatures

/s/ Christopher C. Eck, as attorney-in-fact for Imran
Jooma
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 on the following schedule: 5,765 (50%) on 2/9/2016; 2,883 (25%) on 3/1/2016; and 2,883 (25%) on 3/1/2017.
- (2) All the reported shares of restricted stock cliff vest in full on 3/30/2018.
- (3) Withheld for taxes upon the 2/9/2016 vesting of 5,765 shares of restricted stock from a grant on 2/10/2015.
- (4) All the reported shares of restricted stock cliff vest in full on 2/28/2019.
- (5) Withheld for taxes upon the 3/1/2016 vesting of 2,883 shares of restricted stock from a grant on 2/10/2015.
- (6) All the reported shares of restricted stock cliff vest in full on 3/28/2019.
- (7) Withheld for taxes upon the 3/1/2017 vesting of 2,883 shares of restricted stock from a grant on 2/10/2015.
- (8) The reported shares of restricted stock vest in three equal annual installments on the anniversary of the date of grant, commencing on 3/27/2018.
- (9) The options vest in two equal or nearly equal annual installments of 40,014 and 40,015 beginning on 2/9/2016.
- (10) The options vest on the following schedule: 4,178 (10%) on 3/30/2016; 8,356 (20%) on 3/30/2017; 12,534 (30%) on 3/30/2018; and 16,713 (40%) on 3/30/2019.

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

(11) of The Finish Line, Inc.'s earnings per share, measured over a performance period including fiscal years 2016, 2017 and 2018. 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.

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The options vest on the following schedule: 5,479 (10%) on 3/28/2017; 10,958 (20%) on 3/28/2018; 16,437 (30%) on 3/28/2019; and 21,916 (40%) on 3/28/2020.

- 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 Finish Line, Inc.'s earnings per share, measured over a performance period including fiscal years 2017, 2018 and 2019. 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.
- The reported dividend equivalent rights accrued on the reporting person's performance-based restricted stock and will become vested (14) proportionately with the performance-based restricted stock to which they relate. Each dividend equivalent right is the economic equivalent of one share of Class A Common Stock.
- The reported dividend equivalent rights reflect the aggregate accruals for quarterly dividends paid by The Finish Line, Inc. from the (15) initial grant date for the performance-based restricted stock to which the dividend equivalent rights relate up to the date of this ownership report.
 - 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
- (16) of The 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.