

Wilson Wayne R.
Form 4
September 14, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Wilson Wayne R.

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

LOUDON, TN 37774

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 09/12/2018 | | A ⁽¹⁾ | 2,318 | A \$ 0 | 26,388 ⁽²⁾ | D |
| Class A Common Stock | 09/12/2018 | | A ⁽³⁾ | 1,738 | A \$ 0 | 28,126 ⁽²⁾ | D |
| Class A Common Stock | 09/12/2018 | | A ⁽⁴⁾ | 3,250 | A \$ 0 | 31,376 ⁽²⁾ | D |
| Class A Common | 09/12/2018 | | A ⁽⁵⁾ | 1,375 | A \$ 0 | 32,751 ⁽²⁾ | D |

Edgar Filing: Wilson Wayne R. - Form 4

Stock

Class A

Common 09/12/2018 F⁽⁶⁾ 2,116 D \$ 52.38 30,635 ⁽²⁾ D
Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 | 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) | \$ 30.87 | 09/12/2018 | | A ⁽⁷⁾ | 1,250 | 09/12/2018 11/05/2023 | Class A Common Stock | 1,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Wayne R. 5075 KIMBERLY WAY LOUDON, TN 37774 | | | Chief Financial Officer | |

Signatures

/s/ Wayne R. Wilson 09/14/2018

**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) Represents shares of Malibu Boats, Inc.'s (the "Issuer") Class A Common Stock vesting under performance-based restricted stock units granted on November 6, 2015.

(2) Includes 5,250 shares of restricted stock vesting in three equal annual installments beginning November 4, 2018, 1,159 restricted stock units vesting on November 6, 2018, 3,476 restricted stock units vesting in two equal annual installments beginning on November 6, 2018 and 5,500 shares of restricted stock vesting in four equal annual installments beginning on November 6, 2018. The restricted stock units represent the contingent right to receive an equivalent number of shares of the Issuer's Class A Common Stock.

(3) Represents shares of the Issuer's Class A Common Stock vesting under performance-based restricted stock units granted on November 6, 2015.

(4) Represents shares of the Issuer's Class A Common Stock vesting under performance-based restricted stock awards granted on November 4, 2016.

(5) Represents shares of the Issuer's Class A Common Stock vesting under performance-based restricted stock awards granted on November 6, 2017.

(6) Represents shares of the Issuer's Class A Common Stock withheld for tax withholding purposes in connection with the vesting of the performance-based restricted stock units and awards referenced in footnotes (1), (3), (4) and (5).

(7) Represents performance-based options vesting 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.

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.