

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 4
 December 11, 2015

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 *
 Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol
 UNIVERSAL TECHNICAL INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/09/2015

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

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(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

STAMFORD, CT 06902

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | | \$ | | |
| Common Stock | 12/09/2015 | | P | 58,650 | A 3.64 (1) | 2,440,566 | I See Footnotes (2) (3) |
| Common Stock | | | | | | 2,400 | I See Footnote (4) |
| Common Stock | | | | | | 39,075 | I See Footnote (5) |
| Common | 12/10/2015 | | P | 75,206 | A \$ | 2,515,772 | I See |

| | | | | | | | | | |
|-----------------|------------|--|---|---------|---|--------------------------|-----------|---|--|
| Stock | | | | | | 3.72 <u>(6)</u> | | | Footnotes <u>(2) (3)</u> |
| Common Stock | | | | | | 2,400 | I | | See Footnote <u>(4)</u> |
| Common Stock | | | | | | 39,075 | I | | See Footnote <u>(5)</u> |
| Common Stock | 12/11/2015 | | P | 185,957 | A | \$ 3.97 <u>(7)</u> | 2,701,729 | I | See Footnotes <u>(2) (3) (8)</u> |
| Common Stock | | | | | | 2,400 | I | | See Footnote <u>(4)</u> |
| Common Stock | | | | | | 39,075 | I | | See Footnote <u>(5)</u> |

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 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

| | |
|--|---|
| Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | X |
| Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X |
| Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X |
| COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X |
| Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X |
| Gray Adam METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X |

Signatures

| | |
|---|------------|
| Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/11/2015 |
| __Signature of Reporting Person | Date |
| Christopher Shackelton, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/11/2015 |
| __Signature of Reporting Person | Date |
| Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/11/2015 |
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/11/2015 |
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/11/2015 |
| __Signature of Reporting Person | Date |
| Adam Gray, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/11/2015 |
| __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).

(1) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.59 to \$3.65, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) These securities are held directly by (a) Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, and (c) a separate account investment advisory client of CCM (the "Separate Account").

(3) Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

(4) These securities are beneficially owned solely and directly by Shackelton.

(5) These securities are beneficially owned solely by Shackelton and consist of (a) 28,875 shares held by Shackelton's spouse and (b) 10,200 shares held by trusts for the benefit of Shackelton's descendants. Shackelton disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(6) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.60 to \$3.80, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.61 to \$4.15, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) Following the transactions reported herein, CCP, CCP2 and the Separate Account directly owned 1,634,733, 444,111 and 622,885 shares of common stock, respectively.

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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