

FOX FACTORY HOLDING CORP
Form 4
April 11, 2014

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 *
Galasso Mario

(Last) (First) (Middle)

C/O FOX FACTORY HOLDING CORP., 915 DISC DRIVE

(Street)

SCOTTS VALLEY, CA 95066

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FOX FACTORY HOLDING CORP [FOXF]

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2014

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)
President, Business Divisions

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)			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 or Price			
Common Stock	04/09/2014		M			6,123 A \$ 5.16	619,367	D	
Common Stock	04/09/2014		S ⁽¹⁾			6,123 D \$ 17.5455	613,244	D	
Common Stock	04/10/2014		M			7,300 A \$ 5.16	620,544	D	
Common Stock	04/10/2014		S ⁽¹⁾			7,300 D \$ 17.0587	613,244	D	
Common Stock	04/11/2014		M			2,577 A \$ 5.16	615,821	D	

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Common Stock	04/11/2014		<u>S</u> ⁽¹⁾	2,577	D	\$ 16.9901	613,244	D
						<u>(2)</u>		

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.

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.16	04/09/2014		M	6,123	<u>(3)</u> 06/15/2022	Common Stock	6,123
Employee Stock Option (right to buy)	\$ 5.16	04/10/2014		M	7,300	<u>(3)</u> 06/15/2022	Common Stock	7,300
Employee Stock Option (right to buy)	\$ 5.16	04/11/2014		M	2,577	<u>(3)</u> 06/15/2022	Common Stock	2,577

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Galasso Mario C/O FOX FACTORY HOLDING CORP.			President, Business	

915 DISC DRIVE
SCOTTS VALLEY, CA 95066

Divisions

Signatures

/s/ Mario Galasso, by David Haugen as
attorney-in-fact

04/11/2014

__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 shares were sold in open market transactions pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b-5 of the Securities Exchange Act of 1934, as amended.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.73
- (2) to \$17.13, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (3) Among the remaining option after this transaction, the option representing a right to purchase 52,860 shares will vest on June 15, 2014; all the other option vested on June 15, 2013.

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.