

Malibu Boats, Inc.
Form 4
September 16, 2016

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 *
Anderson Ritchie L.

(Last) (First) (Middle)

5075 KIMBERLY WAY

(Street)

LOUDON,, TN 37774

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Malibu Boats, Inc. [MBUU]

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2016

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 below) ___ Other (specify below)

Chief Operating 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 09/14/2016 | | A ⁽¹⁾ | | 1,072 A \$ 0 | 9,065 ⁽²⁾ | D |
| Class A Common Stock | 09/14/2016 | | F ⁽³⁾ | | 284 D \$ 14.1 | 8,781 ⁽²⁾ | D |
| Class A Common Stock | 09/14/2016 | | A ⁽⁴⁾ | | 1,304 A \$ 0 | 10,085 ⁽²⁾ | D |
| Class A Common | 09/14/2016 | | F ⁽⁵⁾ | | 345 D \$ 14.1 | 9,740 ⁽²⁾ | D |

Stock

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Anderson Ritchie L. 5075 KIMBERLY WAY LOUDON,, TN 37774 | | | Chief Operating Officer | |

Signatures

RITCHIE L. ANDERSON, /s/ Wayne Wilson as attorney in fact
 **Signature of Reporting Person
 09/16/2016
 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 the Issuer's Class A Common Stock issued for the vesting of performance-based restricted stock units granted on November 6, 2015 in respect of the Issuer's 2015 fiscal year.
Includes 1,609 restricted stock units vesting in three equal annual installments beginning on November 6, 2016 and 5,216 restricted stock units vesting in four equal annual installments beginning on November 6, 2016. The restricted stock units represent the contingent right to receive an equivalent number of shares of the Issuer's Class A Common Stock.
- (2)
- (3)

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Represents shares of the Issuer's Class A Common Stock withheld for tax withholding purposes in connection with the vesting of 1,072 performance-based restricted stock units granted on November 6, 2015 in respect of the Issuer's 2015 fiscal year.

- (4) Represents shares of the Issuer's Class A Common Stock issued for the vesting of performance-based restricted stock units granted on November 6, 2015 in respect of the Issuer's 2016 fiscal year.
- (5) Represents shares of the Issuer's Class A Common Stock withheld for tax withholding purposes in connection with the vesting of 1,304 performance-based restricted stock units granted on November 6, 2015 in respect of the Issuer's 2016 fiscal year.

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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