Malibu Boats, Inc. Form 4 April 15, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Lanigan Mark W.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

Malibu Boats, Inc. [MBUU]

(Check all applicable)

(First) 2000 AVENUE OF THE STARS.

(Street)

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

_X__ 10% Owner _X__ Director _ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

11TH FLOOR

(Last)

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

04/15/2015

below)

LOS ANGELES, CA 90067

(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)	(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Class A Common Stock	04/15/2015		C(1)(2)	862,210	A	\$0	862,210	I	See Footnote (3)	
Class A Common Stock	04/15/2015		C(1)(2)	106,880	A	\$0	106,880	I	See Footnote (4)	
Class A Common Stock	04/15/2015		C(1)(2)	85,728	A	\$0	85,728	I	See Footnote (5)	
Class A Common	04/15/2015		C(1)(2)	33,345	A	\$ 0	45,042	D (6)		

Stock								
Class A Common Stock	04/15/2015	D <u>(7)</u>	862,210	D	\$ 21	0	I	See Footnote
Class A Common Stock	04/15/2015	D <u>(7)</u>	106,880	D	\$ 21	0	I	See Footnote
Class A Common Stock	04/15/2015	D <u>(7)</u>	85,728	D	\$ 21	0	I	See Footnote (5)
Class A Common Stock	04/15/2015	D <u>(7)</u>	33,345	D	\$ 21	11,697	D (6)	
Class A Common Stock	04/15/2015	D(8)	596,644	D	\$ 21	897,095	I	See Footnote
Class A Common Stock	04/15/2015	D(8)	79,366	D	\$ 21	119,333	I	See Footnote

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)	Transaction Code (Instr. 8)	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units of Malibu Boats Holdings, LLC	(1)	04/15/2015		C(2)	862,210	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	862,210	
Units of Malibu Boats	<u>(1)</u>	04/15/2015		C(2)	106,880	(1)	<u>(1)</u>	Class A Common Stock	106,880	

Holdings, LLC								
Units of Malibu Boats Holdings, LLC	(1)	04/15/2015	C(2)	85,728	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	85,728
Units of Malibu Boats Holdings,	(1)	04/15/2015	C(2)	33,345	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	33,345

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their name (reduces)	Director	10% Owner	Officer	Other			
Lanigan Mark W.							
2000 AVENUE OF THE STARS, 11TH FLOOR	X	X					
LOS ANGELES, CA 90067							

Signatures

MARK W. LANIGAN, /s/ Wayne Wilson as attorney-in-fact

04/15/2015

**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).
- Pursuant to the terms of an exchange agreement, the holder of the Units in Malibu Boats Holdings, LLC (the "LLC Units") has a right to exchange the LLC Units for shares of the Issuer's Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or at the Issuer's option, other than in the event of a change in control, for a cash payment equal to the market value of the LLC Units. The LLC Units have no expiration date.
 - In connection with the expiration of the Issuer's Offer to Purchase shares of Class A Common Stock (the "Offer"), on April 15, 2015, the Issuer accepted for purchase the shares of Class A Common Stock (underlying the LLC Units) tendered by Black Canyon Direct
- Investment Fund L.P. (the "BC Fund"), The Canyon Value Realization Fund, L.P. (the "Canyon Fund"), Loudon Partners, LLC ("Loudon") and the reporting person. Upon such acceptance, each of the BC Fund, the Canyon Fund, Loudon and the reporting person, were deemed to have exchanged their respective LLC Units into Class A Common Stock in accordance with the terms of the exchange agreement.
- (3) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock or LLC Units, as applicable, owned by the BC Fund.
- (4) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock or LLC Units, as applicable, owned by the Canyon Fund.
- (5) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock or LLC Units, as applicable, owned by Loudon.
- (6) Includes 11,697 stock units granted to the reporting person. The stock units are fully vested and payable in an equivalent number of shares of the Issuer's Class A Common Stock upon or as soon as practicable, and in all events within 30 days, following the first to occur of (A) the date of the reporting person's separation from service (as defined in the Issuer's Directors' Compensation Policy) or (B) the

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occurrence of a change in control under the Issuer's Long-Term Incentive Plan.

- Following the exchange of the LLC Units into Class A Common Stock as described in (2) above, the Issuer purchased the shares of Class A Common Stock tendered by the BC Fund, the Canyon Fund, Loudon and the reporting person in accordance with the terms of the Offer.
- (8) The Issuer purchased the shares of Class A Common Stock tendered by The Canyon Value Realization Master Fund, L.P. (the "Canyon Master Fund") and BC-MB GP in accordance with the terms of the Offer.
- (9) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock owned by the Canyon Master Fund.
- (10) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock owned by BC-MB GP.

Remarks:

See Exhibit 99 for the relationship among the reporting person and the entities described above.

Exhibit List:

Exhibit 99

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.