

SeaWorld Entertainment, Inc.
 Form 4
 March 03, 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 *
 Esparza Anthony

(Last) (First) (Middle)

C/O SEAWORLD ENTERTAINMENT, INC., 9205 SOUTH PARK CENTER LOOP, SUITE 400

(Street)

ORLANDO, FL 32819

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SeaWorld Entertainment, Inc. [SEAS]

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2016

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)
 Chief Creative Officer

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)
			Code	V	Amount (D) Price		
Common Stock	03/01/2016		A		8,943 (1) \$ 0	D	135,632
Common Stock	03/01/2016		A		5,962 (2) \$ 0	D	141,594
Common Stock	03/01/2016		A		11,924 (3) \$ 0	D	153,518

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.17	03/01/2016		A	28,888	<u>(4)</u> 03/01/2026	Common Stock	28,888	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esparza Anthony C/O SEAWORLD ENTERTAINMENT, INC. 9205 SOUTH PARK CENTER LOOP, SUITE 400 ORLANDO, FL 32819			Chief Creative Officer	

Signatures

/s/ Carlos Clark, by power of attorney
03/03/2016

**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 restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on meeting certain performance criteria over a one-year performance period beginning on January 1, 2016 and ending on December 31, 2016.
 - (2) Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest in four equal annual installments beginning on March 1, 2017.
 - (3)

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Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on meeting certain performance criteria over a three-year performance period beginning on January 1, 2016 and ending on December 31, 2018.

- (4) This option vests in four equal annual installments beginning on March 1, 2017.

In accordance with Instruction 4 to this Form, Column 9 reports only total beneficial ownership of the "class" of derivative security

- (5) reported in Column 1. Options that have different exercise prices or expiration dates are not considered to be of the same "class." As a result of the grant reported herein, the Reporting Person currently has aggregate options to purchase a total of 283,340 shares of the Issuer.

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.