

Under Armour, Inc.
Form 4
April 26, 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 *
SANDERS HARVEY

(Last) (First) (Middle)
1020 HULL STREET
(Street)
BALTIMORE, MD 21230
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Under Armour, Inc. [UA]

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2016

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 04/25/2016 | | M | 8,400 A | \$ 4.4937 243,826.02 | D | |
| Class A Common Stock | 04/25/2016 | | S | 8,400 D | \$ 46.4224 235,426.02 | D | |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy) ⁽¹⁾ | \$ 4.4937 | 04/25/2016 | | M | 8,400 | 05/08/2007 05/30/2016 | Class A Common Stock | 8,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDERS HARVEY 1020 HULL STREET BALTIMORE, MD 21230 | | | | |

Signatures

/s/ John P. Stanton, Attorney in Fact for: Harvey L. Sanders 04/26/2016

**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) Under Armour, Inc. declared a stock dividend pursuant to which all holders of Class A Common Stock on March 28, 2016, the record date for the dividend, received on April 7, 2016, one share of Class C Common Stock for each share of Class A Common Stock held by them as of the record date (the "Class C Dividend"). This stock option was previously reported as an option to purchase 2,100 shares of Under Armour, Inc.'s Class A Common Stock at an exercise price of \$35.70, and was later adjusted for two separate two-for-one stock splits completed in 2012 and 2014. As a result of the Class C Dividend, this option became exercisable for shares of Class C Common Stock as well. The exercise price of this option has been adjusted so that the portion of the option covering the Class A Common Stock now has an exercise price of \$4.4937 and the portion of the option covering the Class C Common Stock has an exercise price of \$4.4313 per share.

Remarks:

Does not include Class C Common Stock held by the reporting person.

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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