

SeaWorld Entertainment, Inc.
 Form 4
 September 03, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Marc Swanson

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/01/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ORLANDO, FL 32819

(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) | 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 | | |
| Common Stock | 09/01/2015 | | A | | 3,869 <u>(1)</u> | A | \$ 0 64,956 D |
| Common Stock | 09/01/2015 | | A | | 7,738 <u>(2)</u> | A | \$ 0 72,694 D |

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

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number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 17.23 | 09/01/2015 | | A | 17,873 | ⁽³⁾ 09/01/2025 | Common Stock | 17,873 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marc Swanson C/O SEAWORLD ENTERTAINMENT, INC. 9205 SOUTH PARK CENTER LOOP, SUITE 400 ORLANDO, FL 32819 | | | Chief Accounting Officer | |

Signatures

/s/ G. Anthony (Tony) Taylor, by power of attorney
09/03/2015
**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).
- (1) 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 September 1, 2016.
- (2) 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, 2015 and ending on December 31, 2017.
- (3) This option vests in four equal annual installments beginning on September 1, 2016.
- (4) In accordance with Instruction 4 to this Form, Column 9 reports only total beneficial ownership of the "class" of derivative security 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 31,883 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.

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