

Under Armour, Inc.
Form 4
November 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MIRCHIN MATTHEW C

(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)
11/15/2013

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)

EVP Global Marketing

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 (A) or (D) Price | | |
| Class A Common Stock | 11/15/2013 | | M | | 15,000 A \$ 22.56 | 18,722 | D |
| Class A Common Stock | 11/15/2013 | | M | | 20,000 A \$ 21.825 | 38,722 | D |
| Class A Common Stock | 11/15/2013 | | M | | 10,000 A \$ 6.855 | 48,722 | D |
| Class A Common | 11/15/2013 | | S | | 44,700 D \$ 83.13 | 4,022 | D |

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Stock

Class A

Common 11/15/2013 S 300 D \$ 83.72 3,722 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 22.56 | 11/15/2013 | | M | 15,000 | ⁽¹⁾ 05/08/2017 | Class A Common Stock | 15,000 | |
| Employee Stock Option (Right to Buy) | \$ 21.825 | 11/15/2013 | | M | 20,000 | ⁽²⁾ 02/20/2018 | Class A Common Stock | 20,000 | |
| Employee Stock Option (Right to Buy) | \$ 6.855 | 11/15/2013 | | M | 10,000 | ⁽³⁾ 03/10/2019 | Class A Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MIRCHIN MATTHEW C 1020 HULL STREET | | | EVP Global Marketing | |

BALTIMORE, MD 21230

Signatures

/s/ John P. Stanton, Attorney in Fact for: Matthew C.
Mirchin

11/19/2013

__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) Exercisable in five equal installments beginning May 8, 2008.
- (2) Exercisable in five equal installments beginning February 21, 2009.

In 2009, the reporting person was granted an option to purchase shares of Common Stock, with vesting based on the Company achieving a certain combined operating income for 2009 and 2010. The Company achieved this vesting condition. Following this, the award is exercisable in two equal annual installments beginning February 15, 2011.

- (4) This transaction was executed in multiple trades at prices ranging from \$82.64 to \$83.59. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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