Vista Outdoor Inc. Form 4 March 25, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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may continue.

See Instruction

Check this box

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)

1. Name and Address of Reporting Person * Clark Stephen S

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

below)

Vista Outdoor Inc. [VSTO]

(Month/Day/Year)

03/23/2015

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

938 UNIVERSITY PARK BLVD,

(Street)

(State)

SUITE 200

(City)

SVP HR and Corp Services 6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person n Dominative Securities Assumed Disposed of an Boneficially Or

CLEARFIELD, UT 84015

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Month/Day/Year)	Execution Date, if	Transactio	TransactionAcquired (A) or			Securities	Form: Direct	Indirect	
	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
						Reported			
						Transaction(s)			
		G 1 17			ъ.	(Instr. 3 and 4)			
		Code V		(D)	Price				
03/23/2015		A	9,367 (1)	A	\$0	9,367 (2)	D		
03/23/2015		A	2,631 (3)	A	\$0	11,998 (2)	D		
):	Transaction Date Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) 3/23/2015	Transaction Date 2A. Deemed 3. Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V 3/23/2015 A	Table 1- Non-Derivative States and States an	Transaction Date 2A. Deemed 3. 4. Securities Month/Day/Year) Execution Date, if any Code Disposed of (D (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D) A 2,631	Transaction Date 2A. Deemed 3. 4. Securities Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price A 2,631 A \$ 0	Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Securities any Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) 3/23/2015 A 9,367 A \$ 0 9,367 (2)	Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Code V Amount (D) Price (Instr. 3 and 4) A 2,631 A \$ 0 9,367 (2) D	

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. Transacti Code (Instr. 8)	5. Number conf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.75	03/23/2015		A	5,020	<u>(4)</u>	03/23/2025	Common Stock	5,020

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Clark Stephen S 938 UNIVERSITY PARK BLVD, SUITE 200 CLEARFIELD, UT 84015

SVP HR and Corp Services

Signatures

/s/ Stephen S. 03/23/2015 Clark

**Signature of Date
Reporting Person

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) Consists of restricted stock units subject to certain vesting periods and other restrictions under the Issuer's 2014 Stock Incentive Plan.
- (2) Includes shares of restricted stock and restricted stock units subject to certain vesting periods and other restrictions under the Issuer's 2014 Stock Incentive Plan.
- (3) Consists of shares of restricted stock subject to certain vesting periods and other restrictions under the Issuer's 2014 Stock Incentive Plan.
- (4) Options become exercisable in three equal annual installments beginning March 23, 2016.

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.

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