

NIKE INC
Form 4
July 01, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knight Travis A

(Last) (First) (Middle)

ONE BOWERMAN DRIVE

(Street)

BEAVERTON, OR 97005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NIKE INC [NKE]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2016

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 B Common Stock			Code	V Amount (D) Price	12,142	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 An Underlying Sec (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Class A Common Convertible	(1)	06/30/2016(2)		J(3)(4)(5)	257,000,000	(1) (1)	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Travis A ONE BOWERMAN DRIVE BEAVERTON, OR 97005	X			

Signatures

By: Adrian L. Bell For: Travis A.
Knight 07/01/2016

__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) Class A Common Stock is convertible at any time on a one-for-one basis into Class B Common Stock with no expiration date.

Prior to the Transaction reported herein, the Trust (as defined in footnote #7) contributed 19,142,380 shares of NIKE Class A Common Stock to a wholly-owned subsidiary (a Delaware limited liability company for which the Trust is the sole manager ("Subsidiary")).

(2) Subsidiary then contributed such shares to its wholly-owned subsidiary (a Delaware limited liability company for which Subsidiary is the sole manager ("Indirect Sub")). These contributions represent only a change in the form of the Trust's ownership of such shares.

(3) In a private transaction on June 30, 2016 (the "Transaction"), Subsidiary acquired all of the voting units ("Class X Units") of Swoosh, LLC, a Delaware limited liability company ("Swoosh"), representing 10% of the equity units of Swoosh. The consideration paid by Subsidiary for the Class X Units consisted of assets valued at \$1,203,170,000, including the Class II interests (non-voting interests with no management rights) in Indirect Sub representing a 99% interest in Indirect Sub.

(4) Pursuant to the Amended and Restated Limited Liability Company Agreement of Swoosh (the "Swoosh Agreement"), Swoosh is managed by a board of directors consisting of five board seats (the "Swoosh Board"). Two of the five seats on the Swoosh Board are classified as Class X Board Seats and are filled by vote of the Class X Units. The other three Swoosh board seats are held by directors who are self-electing (the "Independent Directors"). The reporting person currently holds both of the Class X Board seats. At least two Independent Directors and a director holding a Class X Board Seat constitute a quorum at a meeting of the Swoosh Board, and board action requires the approval of a majority of votes cast at a meeting at which a quorum is present.

(5) The foregoing description of the Swoosh Agreement and the Swoosh Board is qualified in its entirety by reference to the Schedule 13D filed by Swoosh on June 30, 2015, as amended on December 31, 2015 and July 1, 2016. The reporting person disclaims beneficial ownership of all securities held by Swoosh, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(6) This number represents 19,513,989 shares held directly by the Trust, 19,142,380 shares held directly by Indirect Sub and 257,000,000 shares held directly by Swoosh (all the Class X Units of which are held by Subsidiary). The reporting person disclaims beneficial ownership of all such shares held by the Trust and Indirect Sub in excess of his pecuniary interest therein and disclaims beneficial

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ownership of all securities held by Swoosh.

- (7) The reporting person is the Trustee of the Travis A. Knight 2009 Irrevocable Trust II (the "Trust"), the owner of the Class A Common Stock reported herein. The reporting person and members of his immediate family are among the beneficiaries of the Trust. The reporting person disclaims beneficial ownership of the Issuer's securities held directly and indirectly by the Trust except to the extent of his pecuniary interest herein.

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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