

Lumber Liquidators Holdings, Inc.  
 Form 4  
 March 07, 2016

**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 \*  
 SULLIVAN THOMAS D

2. Issuer Name and Ticker or Trading Symbol  
 Lumber Liquidators Holdings, Inc.  
 [LL]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 3000 JOHN DEERE ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/03/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Founder

TOANO, VA 23168  
 (City) (State) (Zip)

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

**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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 12.86	03/03/2016	A	4,152					<u>(1)</u>	08/11/2025	Common Stock	4,152
Stock Option (right to purchase)	\$ 16.13	03/03/2016	A	9,920					<u>(2)</u>	11/10/2025	Common Stock	9,920
Stock Option (right to purchase)	\$ 12.01	03/03/2016	A	6,250					<u>(3)</u>	03/04/2026	Common Stock	6,250
Stock Option (right to purchase)	\$ 12.01	03/03/2016	A	12,500					<u>(4)</u>	03/04/2026	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN THOMAS D 3000 JOHN DEERE ROAD TOANO, VA 23168	X		Founder	

## Signatures

/s/ E. Livingston B. Haskell,  
Power-of-Attorney

03/07/2016

\_\_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).

- On August 10, 2015, Mr. Sullivan was granted a stock option to purchase 8,305 shares of common stock, subject to performance conditions for the fiscal year ended December 31, 2015. The performance conditions were met for one-half of stock option, which vests at (1) the rate of 33% per year over three years beginning August 10, 2016 if Mr. Sullivan is employed by Lumber Liquidators Holdings, Inc. (or any related company) or serves on its Board of Directors on such anniversary, as more fully set forth in Form of Performance Option Award Agreement filed as Exhibit 10.2 in Issuer's current report on Form 8-K filed August 5, 2015.

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On November 9, 2015, Mr. Sullivan was granted a stock option to purchase 19,841 shares of common stock, subject to performance conditions for the fiscal year ended December 31, 2015. The performance conditions were met for one-half of stock option, which vests at (2) the rate of 33% per year over three years beginning November 9, 2016 if Mr. Sullivan is employed by Lumber Liquidators Holdings, Inc. (or any related company) or serves on its Board of Directors on such anniversary, as more fully set forth in Form of Performance Option Award Agreement filed as Exhibit 10.31 in Issuer's annual report on Form 10-K filed February 29, 2016.

On March 3, 2016, Mr. Sullivan was granted a stock option to purchase 12,500 shares of common stock, subject to performance conditions for the fiscal year ended December 31, 2015. The performance conditions were met for one-half of stock option, which vests at (3) the rate of 33% per year over three years beginning March 3, 2017 if Mr. Sullivan is employed by Lumber Liquidators Holdings, Inc. (or any related company) or serves on its Board of Directors on such anniversary, as more fully set forth in Form of Performance Option Award Agreement filed as Exhibit 10.31 in Issuer's annual report on Form 10-K filed February 29, 2016.

Stock option vests at the rate of 33% per year over three years beginning March 3, 2017 if Mr. Sullivan is employed by Lumber (4) Liquidators Holdings, Inc. (or any related company) or serves on its Board of Directors on such anniversary, as more fully set forth in Form of Service Option Award Agreement filed as Exhibit 10.29 in Issuer's annual report on Form 10-K filed February 29, 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.