

Under Armour, Inc.  
Form 8-A12B  
December 08, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**UNDER ARMOUR, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of incorporation or organization)

**52-1990078**

(I.R.S. Employer Identification No.)

**1020 Hull Street, 3<sup>rd</sup> Floor, Baltimore, Maryland**

(Address of principal executive offices)

**21230**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

Class A Common Stock, par value \$0.0003-1/3

New York Stock Exchange, Inc.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

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(Title of class)

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(Title of class)

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Registrant's Class A Common Stock, par value \$0.0003-1/3 per share, is set forth under "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (Registration No. 333-133951), which was originally filed with the Securities and Exchange Commission on May 9, 2006, as amended (the "Registration Statement"), including the prospectus related to the Registration Statement filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2. Exhibits.**

99.1. Articles of Amendment and Restatement (incorporated by reference to Exhibit 3.01 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005) (Commission File No. 000-51626).

99.2. Second Amended and Restated By-Laws (incorporated by reference to Exhibit 3.02 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005) (Commission File No. 000-51626).

99.3. Form of Certificate of Common Stock of Under Armour, Inc. (incorporated by reference to Exhibit 4.01 of Amendment No. 3 to the Company's Registration Statement on Form S-1 filed on November 15, 2005) (Registration No. 333-127856).

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

UNDER ARMOUR, INC.

Date: December 8, 2006

By: /s/ WAYNE A. MARINO  
Wayne A. Marino

Executive Vice President and Chief Financial Officer