Malibu Boats, Inc. Form 4 April 15, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Wilson Wayne R. |          |           | 2. Issuer Name and Ticker or Trading Symbol Malibu Boats, Inc. [MBUU]          | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |
|---|----------|-----------|--|--|--|--|--|
| (I ) (F' )  |          | (M: 141-) | ,  | (Check all applicable)   |  |  |  |
| (Last)  | (First)  | (Middle)  | 3. Date of Earliest Transaction  |  |  |  |  |
| 5075 KIMBERLY WAY   |          |           | (Month/Day/Year)<br>04/15/2015   | Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer              |  |  |  |
|   | (Street) |           | 4. If Amendment, Date Original   | 6. Individual or Joint/Group Filing(Check  |  |  |  |
| LOUDON,   | ΓN 37774 |           | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |
| (City)  | (State)  | (Zip)     | Table I - Non-Derivative Securities Acquired Disposed of or Reneficially Owner |  |  |  |  |

| (City)                               | (State)                              | (Zip) <b>Tabl</b>   | e I - Non-Der                           | ivative Sec                              | curities                   | Acqu  | ired, Disposed of  | , or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|---|--|----------------------------|-------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securiti (A) or Dis (D) (Instr. 3, 4) | sposed of 4 and 5)  (A) or | of    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Class A<br>Common<br>Stock           | 04/15/2015                           |   | C(1)(2)                                 | 27,332                                   | A S                        | \$ 0  | 27,332   | D  |   |
| Class A<br>Common<br>Stock           | 04/15/2015                           |   | D(3)                                    | 27,332                                   | D S                        | \$ 21 | 0  | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

De Sec

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of onDerivative 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) |                                     | 8<br>I<br>S<br>( |
|---|---|--------------------------------------|---|---|---|--|--------------------|---|-------------------------------------|------------------|
|   |   |                                      |   | Code V                                  | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                  |
| Units of<br>Malibu<br>Boats<br>Holdings,<br>LLC     | (1)   | 04/15/2015                           |   | C(2)                                    | 27,332  | <u>(1)</u>   | <u>(1)</u>         | Class A<br>Common<br>Stock                                    | 27,332                              |                  |
| Units of<br>Malibu<br>Boats<br>Holdings,<br>LLC     | (1)   | 04/15/2015                           |   | G(4) V                                  | 5,000   | <u>(1)</u>   | <u>(1)</u>         | Class A<br>Common<br>Stock                                    | 5,000                               |                  |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilson Wayne R.

5075 KIMBERLY WAY Chief Financial Officer

LOUDON, TN 37774

### **Signatures**

WAYNE R. WILSON, /s/ Wayne Wilson 04/15/2015

\*\*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).
- Pursuant to the terms of an exchange agreement, the holder of the Units in Malibu Boats Holdings, LLC (the "LLC Units") has a right to exchange the LLC Units for shares of the Issuer's Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or at the Issuer's option, other than in the event of a change in control, for a cash payment equal to the market value of the LLC Units. The LLC Units have no expiration date.
- In connection with the expiration of the Issuer's Offer to Purchase shares of Class A Common Stock (the "Offer"), on April 15, 2015, the Issuer accepted for purchase the shares of Class A Common Stock (underlying the LLC Units) tendered by the reporting person. Upon such acceptance, the reporting person was deemed to have exchanged his LLC Units into Class A Common Stock in accordance with the terms of the exchange agreement on April 9, 2015 immediately prior to the expiration of the Offer.

Reporting Owners 2

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- (3) Following the exchange of the LLC Units into Class A Common Stock as described in (2) above, the Issuer purchased the shares of Class A Common Stock tendered by the reporting person in accordance with the terms of the Offer.
- (4) The reporting person donated the LLC Units as a bona fide gift.

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.