

SKULLCANDY, INC.

Reported by
WARNOCK GREG

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/03/16 for the Period Ending 10/03/16

Address	1441 West Ute Blvd SUITE 250 park City, UT 84098
Telephone	435-940-1545
CIK	0001423542
Symbol	SKUL
SIC Code	3651 - Household Audio and Video Equipment
Industry	Household Electronics
Sector	Technology
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[X] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * WARNOCK GREG (Last) (First) (Middle) C/O SKULLCANDY, INC., 1441 WEST UTE BOULEVARD, SUITE 250 (Street) PARK CITY, UT 84098 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SKULLCANDY, INC. [SKUL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/3/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	10/3/2016		D		117796	D	(1)	0	D	(1)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
STOCK OPTION (RIGHT TO BUY)	\$19.99	10/3/2016		D		28000		(2)(3)	7/27/2021	COMMON STOCK	28000.0	(2)	0	D	

Explanation of Responses:

- (Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 23, 2016, by and among Skullcandy, Inc., a Delaware corporation (the "Company"), MRSK Hold Co., a Delaware corporation ("Parent"), and MRSL Merger Co., a Delaware corporation and a direct wholly owned subsidiary of Parent, the reporting person disposed of 87,683 shares of the Company's common stock in the merger and Offer (as defined in the Merger Agreement) in exchange for \$6.35 per share in cash (the "Offer Price"), and 30,113 unvested time-based restricted stock units, which were cancelled in exchange for the Offer Price.
- (Pursuant to the terms of the Merger Agreement, each stock option of the Company, whether vested or unvested, was cancelled in exchange for a cash payment with respect thereto equal to the product of (A) the excess, if any, of (1) the Offer Price over (2) the exercise price per share of such option, and (B) the number of shares of common stock underlying such option
- (The original vesting term of the option was as follows: vests (i) with respect to 33% of the shares underlying the option, on July 27, 2012; and (ii) with respect to the remaining 67% of the shares underlying the option, in twenty-four substantially equal installments on each monthly anniversary thereafter.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARNOCK GREG C/O SKULLCANDY, INC. 1441 WEST UTE BOULEVARD, SUITE 250 PARK CITY, UT 84098	X			

Signatures

/s/ Patrick D. Grosso, Attorney-in-Fact for Greg Warnock

10/3/2016

***Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.