

SKULLCANDY, INC.

Filed by
CAHILL MICHAEL R

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 10/12/16

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

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 9)**

SKULLCANDY, INC.
(Name of Issuer)

COMMON STOCK, \$0.0001 PAR VALUE
(Title of Class of Securities)

83083J104
(CUSIP Number)

Michael R. Cahill
7371 Prairie Falcon Rd., #120
Las Vegas, NV 89128

Richard P. Alden
69 White Pine Canyon Road
Park City, UT 84060

Copy to:

Robert G. O'Connor
J. Randall Lewis
Wilson Sonsini Goodrich & Rosati, P.C.
One Market Plaza, Spear Tower, Suite 3300
San Francisco, CA 94105
(415) 947-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 3, 2016
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Name of Reporting Person: MICHAEL R. CAHILL
2.	Check The Appropriate Box If A Member of Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only:
4.	Source of Funds: OO (See Item 3)
5.	Check Box If Disclosure of Legal Proceedings is Required Pursuant to <u>Items 2(d)</u> or <u>2(e)</u> <input type="checkbox"/>
6.	Citizenship or Place of Organization U.S. CITIZEN
Number of Shares Beneficially Owned By Each Reporting Person With:	7. Sole Voting Power: 0 (1)
	8. Shared Voting Power: 0
	9. Sole Dispositive Power: 0 (1)
	10. Shared Dispositive Power: 0
11.	Aggregate Amount Beneficially Owned By Each Reporting Person: 0 (1)
12.	Check Box if The Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>
13.	Percent Of Class Represented By Amount In Row (11): 0% (2)
14.	Type of Reporting Person IN

- (1) Represents shares held by Ptarmagin, LLC (“Ptarmagin”). Michael R. Cahill is the manager of Ptarmagin and holds sole voting and dispositive power over the shares held by Ptarmagin. The members of Ptarmagin are The FTPIL Trust (the “FTPIL Trust”) and The 9990 Trust (the “9990 Trust”). Richard P. Alden, a director of the Issuer, and his children are the beneficiaries of the FTPIL Trust. The beneficiaries of the 9990 Trust include Richard P. Alden’s children. Mr. Cahill may be deemed to indirectly beneficially own the shares held by Ptarmagin but disclaims any beneficial ownership of such shares.
- (2) Based on 28,746,664 shares of common stock reported as outstanding as of July 29, 2016 as reported in the Issuer’s Quarterly Report on Form 10-Q (File No. 001-35240) filed with the Securities and Exchange Commission (the “SEC”) on August 9, 2016.

1.	Name of Reporting Person: PTARMAGIN, LLC
2.	Check The Appropriate Box If A Member of Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only:
4.	Source of Funds: OO (See Item 3)
5.	Check Box If Disclosure of Legal Proceedings is Required Pursuant to <u>Items 2(d)</u> or <u>2(e)</u> <input type="checkbox"/>
6.	Citizenship or Place of Organization UTAH
Number of Shares Beneficially Owned By Each Reporting Person With:	7. Sole Voting Power: 0
	8. Shared Voting Power: 0 (1)
	9. Sole Dispositive Power: 0
	10. Shared Dispositive Power: 0 (1)
11.	Aggregate Amount Beneficially Owned By Each Reporting Person: 0 (1)
12.	Check Box if The Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>
13.	Percent Of Class Represented By Amount In Row (11): 0% (2)
14.	Type of Reporting Person OO (LIMITED LIABILITY COMPANY)

- (1) Represents shares held by Ptarmagin. Michael R. Cahill is the manager of Ptarmagin and holds sole voting and dispositive power over the shares held by Ptarmagin. The members of Ptarmagin are the FTPIL Trust and the 9990 Trust. Richard P. Alden, a director of the Issuer, and his children are the beneficiaries of the FTPIL Trust. The beneficiaries of the 9990 Trust include Richard P. Alden's children. Mr. Cahill may be deemed to indirectly beneficially own the shares held by Ptarmagin but disclaims any beneficial ownership of such shares.
- (2) Based on 28,746,664 shares of common stock reported as outstanding as of July 29, 2016 as reported in the Issuer's Quarterly Report on Form 10-Q (File No. 001-35240) filed with the SEC on August 9, 2016.

1.	Name of Reporting Person: THE FTPIL TRUST
2.	Check The Appropriate Box If A Member of Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only:
4.	Source of Funds: OO (See Item 3)
5.	Check Box If Disclosure of Legal Proceedings is Required Pursuant to <u>Items 2(d)</u> or <u>2(e)</u> <input type="checkbox"/>
6.	Citizenship or Place of Organization NEVADA
Number of Shares Beneficially Owned By Each Reporting Person With:	7. Sole Voting Power: 0
	8. Shared Voting Power: 0 (1)
	9. Sole Dispositive Power: 0
	10. Shared Dispositive Power: 0 (1)
11.	Aggregate Amount Beneficially Owned By Each Reporting Person: 0 (1)
12.	Check Box if The Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>
13.	Percent Of Class Represented By Amount In Row (11): 0 (2)
14.	Type of Reporting Person OO (IRREVOCABLE TRUST)

- (1) Represents shares held by Ptarmagin. Michael R. Cahill is the manager of Ptarmagin and holds sole voting and dispositive power over the shares held by Ptarmagin. The members of Ptarmagin are the FTPIL Trust and the 9990 Trust. Richard P. Alden, a director of the Issuer, and his children are the beneficiaries of the FTPIL Trust. The beneficiaries of the 9990 Trust include Richard P. Alden's children. Mr. Cahill may be deemed to indirectly beneficially own the shares held by Ptarmagin but disclaims any beneficial ownership of such shares.
- (2) Based on 28,746,664 shares of common stock reported as outstanding as of July 29, 2016 as reported in the Issuer's Quarterly Report on Form 10-Q (File No. 001-35240) filed with the SEC on August 9, 2016.

1.	Name of Reporting Person: THE 9990 TRUST
2.	Check The Appropriate Box If A Member of Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only:
4.	Source of Funds: OO (See Item 3)
5.	Check Box If Disclosure of Legal Proceedings is Required Pursuant to <u>Items 2(d)</u> or <u>2(e)</u> <input type="checkbox"/>
6.	Citizenship or Place of Organization NEVADA
Number of Shares Beneficially Owned By Each Reporting Person With:	7. Sole Voting Power: 0
	8. Shared Voting Power: 0 (1)
	9. Sole Dispositive Power: 0
	10. Shared Dispositive Power: 0 (1)
11.	Aggregate Amount Beneficially Owned By Each Reporting Person: 0 (1)
12.	Check Box if The Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>
13.	Percent Of Class Represented By Amount In Row (11): 0 (2)
14.	Type of Reporting Person OO (IRREVOCABLE TRUST)

- (1) Represents shares held by Ptarmagin. Michael R. Cahill is the manager of Ptarmagin and holds sole voting and dispositive power over the shares held by Ptarmagin. The members of Ptarmagin are the FTPIL Trust and the 9990 Trust. Richard P. Alden, a director of the Issuer, and his children are the beneficiaries of the FTPIL Trust. The beneficiaries of the 9990 Trust include Richard P. Alden's children. Mr. Cahill may be deemed to indirectly beneficially own the shares held by Ptarmagin but disclaims any beneficial ownership of such shares.
- (2) Based on 28,746,664 shares of common stock reported as outstanding as of July 29, 2016 as reported in the Issuer's Quarterly Report on Form 10-Q (File No. 001-35240) filed with the SEC on August 9, 2016.

1.	Name of Reporting Person: Richard P. Alden
2.	Check The Appropriate Box If A Member of Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only:
4.	Source of Funds: PF
5.	Check Box If Disclosure of Legal Proceedings is Required Pursuant to <u>Items 2(d)</u> or <u>2(e)</u> <input type="checkbox"/>
6.	Citizenship or Place of Organization U.S. Citizen
Number of Shares Beneficially Owned By Each Reporting Person With:	7. Sole Voting Power: 0 (1)
	8. Shared Voting Power: 0 (2)
	9. Sole Dispositive Power: 0 (1)
	10. Shared Dispositive Power: 0 (2)
11.	Aggregate Amount Beneficially Owned By Each Reporting Person: 0 (2)
12.	Check Box if The Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>
13.	Percent Of Class Represented By Amount In Row (11): 0 (3)
14.	Type of Reporting Person IN

(1) Represents shares held by Richard P. Alden in his personal capacity.

(2) Richard P. Alden, a director of the Issuer, and his children are the beneficiaries of the FTPIL Trust. The beneficiaries of the 9990 Trust include Richard P. Alden's children. Mr. Alden may be deemed to indirectly beneficially own the shares held by the FTPIL Trust and the 9990 Trust, but disclaims any beneficial ownership of such shares.

(3) Based on 28,746,664 shares of common stock reported as outstanding as of July 29, 2016 as reported in the Issuer's Quarterly Report on Form 10-Q (File No. 001-35240) filed with the SEC on August 9, 2016.

Explanatory Note

This Amendment No. 9 (this “Amendment”) amends and supplements the Schedule 13D filed on February 24, 2012, as amended March 21, 2014, October 30, 2015, December 11, 2015, February 16, 2016, April 11, 2016, June 7, 2016, June 14, 2016 and August 24, 2016 (the “Schedule 13D”), by the Reporting Persons relating to the common stock, par value \$0.0001 per share (“Common Stock”), of the Issuer. Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D. All references in the Schedule 13D and this Amendment to the “Statement” shall be deemed to refer to the Schedule 13D as amended and supplemented by this Amendment.

The Reporting Persons’ beneficial ownership has dropped below the 5% Schedule 13D reporting threshold. Therefore, this Amendment constitutes the final amendment to the Reporting Persons’ Schedule 13D and terminates the Reporting Persons’ obligation to further amend the Schedule 13D.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

Item 5. Interest in Securities of the Issuer

(a) and (b) As of October 3, 2016, as a result of the consummation of the tender offer for the Issuer’s Common Stock by MRSL Merger Co., a Delaware corporation, a direct wholly owned subsidiary of MRSK Hold Co., a Delaware corporation, which is a direct wholly owned subsidiary of Mill Road Capital II, L.P., a Delaware limited partnership, the Reporting Persons no longer beneficially own, or may be deemed to beneficially own, any shares of the Issuer’s Common Stock. As such, the Reporting Persons no longer have any voting or dispositive power over any shares of the Issuer’s Common Stock. Consequently, this Amendment constitutes an exit filing for the Reporting Persons.

(c) The following is a list of transactions in the Issuer’s Common Stock that were effected by Ptarmagin during the past 60 days in open market transactions. Other than as set forth in the two tables below, none of the Reporting Persons has engaged in any transaction during the past 60 days involving the Issuer’s Common Stock.

<u>Transaction Date</u>	<u>Type of Transaction (Purchase/Sale)</u>	<u>Shares</u>	<u>Price per Share</u>
08/04/16	Sale	37,500	\$ 6.18
08/11/16	Sale	37,500	\$ 6.16
08/18/16	Sale	37,500	\$ 6.41
08/25/16	Sale	37,500	\$ 6.31
09/01/16	Sale	37,500	\$ 6.32
09/08/16	Sale	37,500	\$ 6.32
10/03/16	Sale	3,114,886	\$ 6.35

The following is a list of transactions in the Issuer's Common Stock that were effected by Mr. Alden during the past 60 days in open market transactions.

<u>Transaction Date</u>	<u>Type of Transaction (Purchase/Sale)</u>	<u>Shares</u>	<u>Price per Share</u>
08/09/16	Sale	25,000	\$ 6.17
10/03/16	Sale	681,324	\$ 6.35

(d) Not applicable.

(e) The Reporting Persons ceased to beneficially own, or be deemed to beneficially own, more than 5% of the Issuer's Common Stock on October 3, 2016.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 12, 2016

/s/ Michael R. Cahill

Michael R. Cahill

PTARMAGIN, LLC

By: /s/ Michael R. Cahill

Michael R. Cahill

Manager

THE FTPIL TRUST

By: /s/ Michael R. Cahill

Michael R. Cahill

Authorized Trustee

THE 9990 TRUST

By: /s/ Michael R. Cahill

Michael R. Cahill

Authorized Trustee

/s/ Richard P. Alden

Richard P. Alden