

# UNDER ARMOUR, INC.

Reported by  
**CHANDLER KERRY D**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/16/17 for the Period Ending 11/15/17

Address 1020 HULL STREET  
3RD FLOOR  
BALTIMORE, MD, 21230  
Telephone 410-454-6758  
CIK 0001336917  
Symbol UA  
SIC Code 2300 - Apparel and Other Finished Products of Fabrics and Similar Material  
Industry Apparel & Accessories  
Sector Consumer Cyclical  
Fiscal Year 12/31

# FORM 4

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

OMB APPROVAL  
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[ ] 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 * |   | 2. Issuer Name and Ticker or Trading Symbol |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| <b>Chandler Kerry D</b>                   |   | <b>Under Armour, Inc. [ UA ]</b>            |   | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Human Resources Officer</b> |  |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (MM/DD/YYYY)      |   |   |   |  |
| <b>1020 HULL STREET</b>                   | <b>11/15/2017</b>                                 |   |   |   |  |
| (Street)                                  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |   | 6. Individual or Joint/Group Filing (Check Applicable Line)   |   |  |
| <b>BALTIMORE, MD 21230</b>                |   |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |   |  |
| (City) (State) (Zip)                      |   |   |   |   |  |

**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 |   |  |   |
| Class C Common Stock            | 11/15/2017     |                                   | F                         |   | 1912  | D          | \$0   | 112196  | D  |   |

**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 |  |  |  |  |

**Explanation of Responses:**

**Remarks:**

Does not include Class A Common Stock held by the Reporting Person.

**Reporting Owners**

| Reporting Owner Name / Address                                       | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| <b>Chandler Kerry D<br/>1020 HULL STREET<br/>BALTIMORE, MD 21230</b> |               |           | <b>Chief Human Resources Officer</b> |       |

**Signatures**

/s/ John P. Stanton, Attorney-in-Fact for Kerry D. Chandler

11/16/2017

\*\*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.

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