

# UNDER ARMOUR, INC.

Reported by  
**MCDERMOTT WILLIAM R**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/07/18 for the Period Ending 05/04/18

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

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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>McDermott William R</b>			<b>Under Armour, Inc. [ UAA ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
<b>1020 HULL STREET</b>			<b>5/4/2018</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		
(City) (State) (Zip)						<input type="checkbox"/> Form filed by More than One Reporting Person		

**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 A Common Stock	5/4/2018		M		8564	A	\$4.4094	68221.04	D	
Class A Common Stock	5/4/2018		F (2)		2056	D	\$18.36	66165.04	D	
Class A Common Stock	5/7/2018		S		6508 (3)	D	\$17.7035	59657.04	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	Title	Amount or Number of Shares				
Director Stock Option (Right to Buy) (1)	\$4.4094	5/4/2018		M		8564		5/6/2008	5/5/2018	Class A Common Stock	8564	\$0	0	D	

### Explanation of Responses:

- This stock option was previously reported as an option to purchase 2,141 shares of Under Armour, Inc.'s Class A Common Stock at an exercise price of \$35.03, and was later adjusted for two separate two-for-one stock splits completed in 2012 and 2014. As a result of the Class C Dividend, this option became exercisable for shares of Class C Common Stock as well. The exercise price of this option has been adjusted so that the portion of the option covering the Class A Common Stock now has an exercise price of \$4.4094 and the portion of the option covering the Class C Common Stock has an exercise price of \$4.32 per share.
- Represents shares withheld to cover the exercise price of the options exercised.
- This transaction was executed in multiple trades at prices ranging from \$17.70 to \$17.72. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

### Remarks:

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

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McDermott William R</b> <b>1020 HULL STREET</b> <b>BALTIMORE, MD 21230</b>	X			

### Signatures

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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