

ORTHWEIN PETER BUSCH

Form 4

October 17, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ORTHWEIN PETER BUSCH

(Last) (First) (Middle)

C/O THOR INDUSTRIES,  
INC., 601 EAST BEARDSLEY  
AVENUE

(Street)

ELKHART, IN 46514-3305

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

THOR INDUSTRIES INC [THO]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/15/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Exec. Chairman of the Board

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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                    |                                      |                                                    |                                |                                                                   |        |            |       | 37,255                                                                                        | I                                                        | See Note <u>(1)</u>                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |       | 74,783                                                                                        | I                                                        | See Note <u>(2)</u>                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |       | 124,000                                                                                       | I                                                        | See Note <u>(3)</u>                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |       | 30,000                                                                                        | I                                                        | See Note <u>(4)</u>                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |       | 299,700                                                                                       | I                                                        | See Note <u>(5)</u>                                   |

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|              |            |  |   |         |   |               |   |              |
|--------------|------------|--|---|---------|---|---------------|---|--------------|
| Common Stock |            |  |   |         |   | 67,440        | I | See Note (6) |
| Common Stock | 10/15/2018 |  | S | 500,000 | D | (7) 0         | I | See Note (7) |
| Common Stock | 10/15/2018 |  | P | 500,000 | A | (8) 1,387,452 | 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)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships                    |
|----------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                          | Director 10% Owner Officer Other |
| ORTHWEIN PETER BUSCH<br>C/O THOR INDUSTRIES, INC.<br>601 EAST BEARDSLEY AVENUE<br>ELKHART, IN 46514-3305 | X Exec. Chairman of the Board    |

## Signatures

/s/ Peter B. Orthwein 10/17/2018

\*\*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).

- These shares are held for the benefit of a charitable annuity trust of which the reporting person and his spouse are the trustees and of
- (1) which the reporting person's three youngest children are the beneficiaries. The reporting person disclaims beneficial ownership of the shares except to the extent of the pecuniary interest of the reporting person, his spouse and his three youngest children in the shares.
  - (2) These shares are held for the account of the Trust FBO Peter B. Orthwein, of which the reporting person is the trustee and beneficiary.
  - (3) These shares are held for the account of the Adolphus Busch Orthwein Trust for the benefit of the reporting person's children. The reporting person is one of the trustees of the trust.
  - (4) These shares are held for the account of a trust for the benefit of the reporting person's half-brother. The reporting person is one of the trustees of the trust.

- These shares are held for the account of the PBO-BMO Descendants Trust, of which the reporting person is the sole trustee and of which
- (5) the reporting person's three youngest children are the beneficiaries. The reporting person disclaims beneficial ownership of the shares except to the extent of the pecuniary interest of the reporting person, his spouse and his three youngest children in the shares.

- (6) These shares are held for the account of the reporting person's spouse.

- The shares reported as sold in this row were previously held by the reporting person's grantor retained annuity trust. The terms of the trust provide that the settlor may reacquire any asset forming part of the trust estate by substituting other property of an equivalent value. On
- (7) October 15, 2018, the trust transferred these shares to the reporting person in exchange for the substitution of a promissory note executed by the reporting person in favor of the trust for \$40,526,250. The reporting person is reporting this transaction in the event that it is considered a purchase transaction as opposed to a mere change in form of beneficial ownership.

- The shares reported as purchased in this row were previously held by the reporting person's grantor retained annuity trust. The terms of the trust provide that the settlor may reacquire any asset forming part of the trust estate by substituting other property of an equivalent
- (8) value. On October 15, 2018, the trust transferred these shares to the reporting person in exchange for the substitution of a promissory note executed by the reporting person in favor of the trust for \$40,526,250. The reporting person is reporting this transaction in the event that it is considered a purchase transaction as opposed to a mere change in form of beneficial ownership.

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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