

Malibu Boats, Inc.
Form 4
September 16, 2016

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilson Wayne R.

(Last) (First) (Middle)
5075 KIMBERLY WAY
(Street)

LOUDON, TN 37774

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Malibu Boats, Inc. [MBUU]

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	09/14/2016		A ⁽¹⁾		2,318 A \$ 0	15,275 ⁽²⁾	D
Class A Common Stock	09/14/2016		F ⁽³⁾		623 D \$ 14.1	14,652 ⁽²⁾	D
Class A Common Stock	09/14/2016		A ⁽⁴⁾		1,738 A \$ 0	16,390 ⁽²⁾	D
Class A Common	09/14/2016		F ⁽⁵⁾		475 D \$ 14.1	15,915 ⁽²⁾	D

Stock

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

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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 Beneficially Owned (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
Wilson Wayne R. 5075 KIMBERLY WAY LOUDON, TN 37774			Chief Financial Officer	

Signatures

/s/ Wayne R. Wilson
09/16/2016
Date

**Signature of Reporting Person

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).
- (1) Represents shares of the Issuer's Class A Common Stock issued for the vesting of performance-based restricted stock units granted on November 6, 2015 in respect of the Issuer's 2015 fiscal year.
- (2) Includes 3,477 restricted stock units vesting in three equal annual installments beginning on November 6, 2016 and 6,954 restricted stock units vesting in four equal annual installments beginning on November 6, 2016. The restricted stock units represent the contingent right to receive an equivalent number of shares of the Issuer's Class A Common Stock.

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- (3) Represents shares of the Issuer's Class A Common Stock withheld for tax withholding purposes in connection with the vesting of 2,318 performance-based restricted stock units granted on November 6, 2015 in respect of the Issuer's 2015 fiscal year.
- (4) Represents shares of the Issuer's Class A Common Stock issued for the vesting of performance-based restricted stock units granted on November 6, 2015 in respect of the Issuer's 2016 fiscal year.
- (5) Represents shares of the Issuer's Class A Common Stock withheld for tax withholding purposes in connection with the vesting of 1,738 performance-based restricted stock units granted on November 6, 2015 in respect to the Issuer's 2016 fiscal year.

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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