

Under Armour, Inc.
Form 8-K
November 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 30, 2011

UNDER ARMOUR, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-33202
(Commission
File Number)

52-1990078
(I.R.S. Employer
Identification No.)

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1020 Hull Street, Baltimore, Maryland

(Address of principal executive offices)

Registrant's telephone number, including area code: (410) 454-6428

21230

(Zip Code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On November 30, 2011, Kevin A. Plank, the President, Chief Executive Officer and Chairman of the Board of Directors of Under Armour, Inc. (the Company), and J. Scott Plank, the Executive Vice President of Business Development of the Company each entered into a pre-arranged stock trading plan to sell shares of the Company's Common Stock. The trading plan is designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

The trading plan entered into by Kevin Plank provides for the sale, over a period of approximately ten months beginning in February 2012, of up to 540,000 shares of the Company's Class B Common Stock held by him personally and up to 60,000 shares of the Company's Class B Common Stock held by his charitable foundation. These sales are being done for asset diversification, tax and estate planning and charitable giving purposes.

Kevin Plank currently beneficially owns 11,250,000 shares of the Company's Class B Common Stock, representing approximately 21.8% of the total shares of Class A and Class B Common Stock outstanding as of October 31, 2011 and approximately 73.5% of the voting power of all shares of Class A and Class B Common Stock outstanding as of October 31, 2011. Shares of Class A Common Stock have one vote and shares of Class B Common Stock have ten votes, and when sold the shares of Class B Common Stock convert to shares of Class A Common Stock. If Mr. Plank completes all the planned sales under this trading plan, he would beneficially own 10,650,000 shares of Class B Common Stock, representing approximately 20.6% of the total shares of Class A and Class B Common Stock outstanding as of October 31, 2011 and approximately 72.2% of the voting power of all shares of Class A and Class B Common Stock outstanding as of October 31, 2011. In calculating the above percentage amounts, the share amounts as of October 31, 2011 have been adjusted to include the sales of Class B Common Stock through November 4, 2011 under Mr. Plank's recently completed 10b5-1 stock trading plan.

The trading plan entered into by J. Scott Plank provides for the sale, over a period of approximately ten months beginning in February 2012, of up to 377,926 shares of the Company's Class A Common Stock held by him personally and up to 25,000 shares of the Company's Class A Common Stock held by his charitable foundation. These sales are being done for asset diversification, tax and estate planning and charitable giving purposes.

J. Scott Plank currently beneficially owns 2,121,842 shares of the Company's Class A Common Stock, representing approximately 4.1% of the total shares of Common Stock outstanding as of October 31, 2011. If Mr. Plank completes all the planned sales under this trading plan, he would beneficially own 1,718,916 shares of Class A Common Stock, representing approximately 3.3% of the total shares of Common Stock outstanding as of October 31, 2011.

In accordance with Rule 10b5-1, officers and directors of a public company may adopt a plan for selling stock of the public company. The plan may be entered into only when the officer or director is not in possession of material, non-public information about the company. The stock transactions under these plans will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNDER ARMOUR, INC.

Date: November 30, 2011

By: /s/ JOHN STANTON

John Stanton

Vice President, Corporate Governance and Compliance, and
Secretary