

Malibu Boats, Inc.
Form 4
April 15, 2015

FORM 4

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

OMB APPROVAL

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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 *
Hooks Michael K.

(Last) (First) (Middle)

2000 AVENUE OF THE STARS,
11TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2015

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 04/15/2015 | | C(1)(2) | 862,210 A \$ 0 | 862,210 | I | See Footnote (3) |
| Class A Common Stock | 04/15/2015 | | C(1)(2) | 106,880 A \$ 0 | 106,880 | I | See Footnote (4) |
| Class A Common Stock | 04/15/2015 | | C(1)(2) | 85,728 A \$ 0 | 85,728 | I | See Footnote (5) |
| Class A Common | 04/15/2015 | | C(1)(2) | 33,345 A \$ 0 | 45,042 | D (6) | |

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| | | | | | | | | |
|----------------------------|------------|--|------------------|---------|---|---------------|------------------|-------------------------|
| Stock | | | | | | | | |
| Class A Common Stock | 04/15/2015 | | D ⁽⁷⁾ | 862,210 | D | \$ 21 0 | I | See Footnote (3) |
| Class A Common Stock | 04/15/2015 | | D ⁽⁷⁾ | 106,880 | D | \$ 21 0 | I | See Footnote (4) |
| Class A Common Stock | 04/15/2015 | | D ⁽⁷⁾ | 85,728 | D | \$ 21 0 | I | See Footnote (5) |
| Class A Common Stock | 04/15/2015 | | D ⁽⁷⁾ | 33,345 | D | \$ 21 11,697 | D ⁽⁶⁾ | |
| Class A Common Stock | 04/15/2015 | | D ⁽⁸⁾ | 596,644 | D | \$ 21 897,095 | I | See Footnote (9) |
| Class A Common Stock | 04/15/2015 | | D ⁽⁸⁾ | 79,366 | D | \$ 21 119,333 | I | See Footnote (10) |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Units of Malibu Boats Holdings, LLC | (1) | 04/15/2015 | | C(2) | 862,210 | (1) | (1) | Class A Common Stock | 862,210 |
| Units of Malibu Boats | (1) | 04/15/2015 | | C(2) | 106,880 | (1) | (1) | Class A Common Stock | 106,880 |

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occurrence of a change in control under the Issuer's Long-Term Incentive Plan.

Following the exchange of the LLC Units into Class A Common Stock as described in (2) above, the Issuer purchased the shares of

- (7) Class A Common Stock tendered by the BC Fund, the Canyon Fund, Loudon and the reporting person in accordance with the terms of the Offer.
- (8) The Issuer purchased the shares of Class A Common Stock tendered by The Canyon Value Realization Master Fund, L.P. (the "Canyon Master Fund") and BC-MB GP in accordance with the terms of the Offer.
- (9) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock owned by the Canyon Master Fund.
- (10) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock owned by BC-MB GP.

Remarks:

See Exhibit 99 for the relationship among the reporting person and the entities described above.

Exhibit List:

Exhibit 99

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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