

Malibu Boats, Inc.
Form 4
July 15, 2014

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)

07/15/2014

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount or Price | | | | | |
| Class A Common Stock | 07/15/2014 | | S | | 1,013,314 (1) | D | \$ 18.5 | 1,493,739 | I | See footnote (2) |
| Class A Common Stock | 07/15/2014 | | S | | 134,793 (3) | D | \$ 18.5 | 198,699 | I | See footnote (4) |
| Class A Common Stock | | | | | | | | 9,371 | D | (5) |

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------------------------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Units of Malibu Boats Holdings, LLC | (6) | 07/15/2014 | | D ⁽⁷⁾ | | 56,632 ⁽⁸⁾ | (6) | (6) | Class A Common Stock | 56,632 |
| Units of Malibu Boats Holdings, LLC | (6) | 07/15/2014 | | D ⁽⁷⁾ | | 1,464,341 ⁽⁹⁾ | (6) | (6) | Class A Common Stock | 1,464,341 |
| Units of Malibu Boats Holdings, LLC | (6) | 07/15/2014 | | D ⁽⁷⁾ | | 181,520 ⁽¹¹⁾ | (6) | (6) | Class A Common Stock | 181,520 |
| Units of Malibu Boats Holdings, LLC | (6) | 07/15/2014 | | D ⁽⁷⁾ | | 145,596 ⁽¹³⁾ | (6) | (6) | Class A Common Stock | 145,596 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hooks Michael K. 2000 AVENUE OF THE STARS, 11TH FLOOR LOS ANGELES, CA 90067 | X | X | | |

Signatures

MICHAEL K. HOOKS, /s/ Wayne Wilson as
attorney-in-fact

07/15/2014

__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).
- (1) Represents shares of the Issuer's Class A Common Stock sold by The Canyon Value Realization Master Fund, L.P. ("Canyon Master Fund") in the Issuer's public offering of Class A Common Stock completed on July 15, 2014 (the "Offering").
- (2) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock owned by Canyon Master Fund.
- (3) Represents shares of the Issuer's Class A Common Stock sold by BC-MB GP in the Offering.
- (4) The amount shown represents the beneficial ownership of shares of Issuer's Class A Common Stock owned by BC-MB GP.
- (5) Represents stock units which are fully vested and payable in an equivalent number of shares of the Issuer's Class A Common Stock upon or as soon as practicable, and in all events within 30 days, following the first to occur of (A) the date of the reporting person's separation from service (as defined in the Issuer's Directors' Compensation Policy) as a director or (B) the occurrence of a change in control under the Issuer's Long-Term Incentive Plan.
- (6) Pursuant to the terms of an exchange agreement, the holder of the Units in Malibu Boats Holdings, LLC (the "LLC Units") has a right to exchange the LLC Units for shares of the Issuer's Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or at the Issuer's option, other than in the event of a change in control, for a cash payment equal to the market value of the LLC Units. The LLC Units have no expiration date.
- (7) Following the Offering, the Issuer used the net proceeds from the Offering to purchase LLC Units at a purchase price per unit equal to the public offering price per share of Class A Common Stock in the Offering, after deducting underwriting discounts and commissions.
- (8) Represents the LLC Units purchased from the reporting person.
- (9) Represents the LLC Units purchased from Black Canyon Direct Investment Fund L.P. ("BC Fund").
- (10) The amount shown represents the beneficial ownership of LLC Units owned by BC Fund.
- (11) Represents the LLC Units purchased from The Canyon Value Realization Fund, L.P. ("Canyon Fund").
- (12) The amount shown represents the beneficial ownership of LLC Units owned by the Canyon Fund.
- (13) Represents the LLC Units purchased from Loudon Partners, LLC ("Loudon").
- (14) The amount shown represents the beneficial ownership of LLC Units by Loudon.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.