

UNIVERSAL TECHNICAL INSTITUTE INC

Form 4

December 31, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Coliseum Capital Management, LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
UNIVERSAL TECHNICAL  
INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

METRO CENTER, 1 STATION  
PLACE, 7TH FLOOR SOUTH

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/29/2015

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

STAMFORD, CT 06902

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price<br>\$<br>(1)                                                |
| Common<br>Stock                       | 12/29/2015                              |                                                             | P                                       |                                                                         | 54,740                                                                                                             | A                                                                    | 4.34                                                              |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 2,756,469                                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 2,400                                                             |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 39,075                                                            |
| Common                                | 12/30/2015                              |                                                             | P                                       |                                                                         | 291,161                                                                                                            | A                                                                    | \$ 3,047,630                                                      |

See  
Footnotes  
(2) (3)

See  
Footnote  
(4)

See  
Footnote  
(5)

See

|              |            |   |                                  |
|--------------|------------|---|----------------------------------|
| Stock        | 4.49       |   | Footnotes                        |
|              | <u>(6)</u> |   | <u>(2)</u> <u>(3)</u> <u>(7)</u> |
| Common Stock | 2,400      | I | See Footnote <u>(4)</u>          |
| Common Stock | 39,075     | I | See Footnote <u>(5)</u>          |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                       | Expiration<br>Date                                  | Title<br>or<br>Number<br>of<br>Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                            | Director      | 10% Owner | Officer | Other |
| Coliseum Capital Management, LLC<br>METRO CENTER<br>1 STATION PLACE, 7TH FLOOR SOUTH<br>STAMFORD, CT 06902 |               | X         |         |       |
| Shackelton Christopher S<br>METRO CENTER<br>1 STATION PLACE, 7TH FLOOR<br>STAMFORD, CT 06902               |               | X         |         |       |
| Coliseum Capital, LLC<br>METRO CENTER                                                                      |               | X         |         |       |

1 STATION PLACE, 7TH FLOOR  
STAMFORD, CT 06902

COLISEUM CAPITAL PARTNERS, L.P.  
METRO CENTER  
1 STATION PLACE, 7TH FLOOR  
STAMFORD, CT 06902

X

Coliseum Capital Partners II, L.P.  
METRO CENTER  
1 STATION PLACE, 7TH FLOOR  
STAMFORD, CT 06902

X

Gray Adam  
METRO CENTER  
1 STATION PLACE, 7TH FLOOR  
STAMFORD, CT 06902

X

## Signatures

|                                                                                                                               |            |
|-------------------------------------------------------------------------------------------------------------------------------|------------|
| Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact                                                   | 12/31/2015 |
| <u>        </u> Signature of Reporting Person                                                                                 | Date       |
| Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact                                                             | 12/31/2015 |
| <u>        </u> Signature of Reporting Person                                                                                 | Date       |
| Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact                                                              | 12/31/2015 |
| <u>        </u> Signature of Reporting Person                                                                                 | Date       |
| Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact    | 12/31/2015 |
| <u>        </u> Signature of Reporting Person                                                                                 | Date       |
| Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact | 12/31/2015 |
| <u>        </u> Signature of Reporting Person                                                                                 | Date       |
| Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact                                                                          | 12/31/2015 |
| <u>        </u> 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) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.34 to \$4.40, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) These securities are held directly by (a) Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, and (c) a separate account investment advisory client of CCM (the "Separate Account").

(3) Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

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- (4) These securities are beneficially owned solely and directly by Shackelton.

These securities are beneficially owned solely by Shackelton and consist of (a) 28,875 shares held by Shackelton's spouse and (b) 10,200 shares held by trusts for the benefit of Shackelton's descendants. Shackelton disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (6) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.40 to \$4.50, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) Following the transactions reported herein, CCP, CCP2 and the Separate Account directly owned 1,843,999, 472,396 and 731,235 shares of common stock, respectively.

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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