

FOX FACTORY HOLDING CORP
Form 4
April 09, 2014

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 *
Glasman Zvi

2. Issuer Name and Ticker or Trading Symbol
FOX FACTORY HOLDING CORP
[FOXF]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CFO and Treasurer

(Last) (First) (Middle)
C/O FOX FACTORY HOLDING CORP., 915 DISC DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2014

SCOTTS VALLEY, CA 95066

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

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

(City) (State) (Zip)

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 or Price		
Common Stock	04/07/2014		M		9,170 A \$ 5.16	342,248	D
Common Stock	04/07/2014		S ⁽¹⁾		9,170 D \$ 17.47 ⁽²⁾	333,078	D
Common Stock	04/08/2014		M		4,582 A \$ 5.16	337,660	D
Common Stock	04/08/2014		S ⁽¹⁾		4,582 D \$ 17.5056 ⁽³⁾	333,078	D
	04/09/2014		M		6,248 A \$ 5.16	339,326	D

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Common
Stock

Common Stock 04/09/2014 S⁽¹⁾ 6,248 D \$ 17.5572 333,078 D
(4)

Common
Stock

92,900 I

Shares held by Zvi & Marlise Glasman Family Trust

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 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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.16	04/07/2014		M	9,170	<u>(5)</u> 06/15/2022	Common Stock	9,170
Employee Stock Option (right to buy)	\$ 5.16	04/08/2014		M	4,582	<u>(5)</u> 06/15/2022	Common Stock	4,582
Employee Stock Option (right to buy)	\$ 5.16	04/09/2014		M	6,248	<u>(5)</u> 06/15/2022	Common Stock	6,248

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glasman Zvi C/O FOX FACTORY HOLDING CORP. 915 DISC DRIVE SCOTTS VALLEY, CA 95066			CFO and Treasurer	

Signatures

/s/ Zvi Glasman, by David Haugen as
attorney-in-fact

04/09/2014

__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) The shares were sold in open market transactions pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b-5 of the Securities Exchange Act of 1934, as amended.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.29
- (2) to \$17.73, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.11
- (3) to \$17.70, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.36
- (4) to \$17.78, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (5) The option vests in two equal annual installments beginning on June 15, 2013.

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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