

UNITEDHEALTH GROUP INC  
Form 4  
October 02, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
RENWICK GLENN M

2. Issuer Name and Ticker or Trading Symbol  
UNITEDHEALTH GROUP INC  
[UNH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/01/2008

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

C/O UNITEDHEALTH GROUP INCORPORATED, 9900 BREN ROAD EAST

(Street)

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

MINNETONKA, MN 55343

(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	(D)	Price

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)**

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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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 25.08	10/01/2008		A	5,000	10/01/2008 10/01/2018	Common Stock 5,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

RENWICK GLENN M  
 C/O UNITEDHEALTH GROUP INCORPORATED  
 9900 BREN ROAD EAST  
 MINNETONKA, MN 55343

X

## Signatures

By: Dannette L. Smith, Attorney-In-Fact For: Glenn M. Renwick

10/02/2008

\*\*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).

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. t;">Page 2 of 15 Pages

**NAMES OF REPORTING PERSONS**

1

Centerbridge Capital Partners, L.P.  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2

(a) (b)  
 SEC USE ONLY

3

4 SOURCE OF FUNDS (see instructions)  
 OO  
 CHECK BOX IF DISCLOSURE OF  
 5 LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION

Delaware  
 SOLE VOTING POWER  
 7  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 8  
 0  
 SHARED VOTING POWER  
 4,227,270  
 SOLE DISPOSITIVE POWER  
 9  
 0  
 SHARED DISPOSITIVE POWER  
 10  
 4,227,270

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

12 4,227,270  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (see instructions)  
 13 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

14 7.5%  
 TYPE OF REPORTING PERSON  
 PN

NAMES OF REPORTING PERSONS

1 Centerbridge Capital Partners Strategic,  
L.P.  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (see  
2 instructions)

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
5 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

SOLE VOTING POWER

7  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8  
9  
10

0

SHARED VOTING POWER

143,032

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

10

143,032

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
11 REPORTING PERSON

12 143,032  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (see instructions)  
PERCENT OF CLASS REPRESENTED  
13 BY AMOUNT IN ROW (11)

0.3%

Explanation of Responses:

TYPE OF REPORTING PERSON

14

PN

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CUSIP No. 830830105 SCHEDULE 13D Page 4 of 15 Pages

NAMES OF REPORTING PERSONS

1 CCP Champion Investors, LLC  
 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (see  
 2 instructions)

(a) (b)  
 3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO  
 CHECK BOX IF DISCLOSURE OF  
 LEGAL PROCEEDINGS IS REQUIRED  
 5 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	103,977	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	103,977	

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

103,977  
 12 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (see instructions)  
 PERCENT OF CLASS REPRESENTED  
 13 BY AMOUNT IN ROW (11)

0.2%  
 14 TYPE OF REPORTING PERSON

Explanation of Responses:

00

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CUSIP No. 830830105 SCHEDULE 13D Page 5 of 15 Pages

NAMES OF REPORTING PERSONS

1 Centerbridge Associates, L.P.  
 CHECK THE APPROPRIATE BOX IF A  
 2 MEMBER OF A GROUP (see  
 instructions)

3 (a) (b)  
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO  
 CHECK BOX IF DISCLOSURE OF  
 LEGAL PROCEEDINGS IS REQUIRED  
 5 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF 7  
 SHARES 0  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED BY 4,474,279  
 EACH SOLE DISPOSITIVE POWER  
 REPORTING 9  
 PERSON 0  
 WITH SHARED DISPOSITIVE POWER

10

4,474,279

AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 11 REPORTING PERSON

4,474,279

12 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (see instructions)  
 PERCENT OF CLASS REPRESENTED  
 13 BY AMOUNT IN ROW (11)

7.9%

Explanation of Responses:



TYPE OF REPORTING PERSON

14

PN

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CUSIP No. 830830105 SCHEDULE 13D Page 6 of 15 Pages

NAMES OF REPORTING PERSONS

1 Centerbridge Cayman GP Ltd.  
 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (see  
 2 instructions)

(a) (b)  
 3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO  
 CHECK BOX IF DISCLOSURE OF  
 LEGAL PROCEEDINGS IS REQUIRED  
 5 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF	0	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	4,474,279	
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON	0	
WITH		
	10	SHARED DISPOSITIVE POWER
	4,474,279	

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

12 4,474,279  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (see instructions)  
 PERCENT OF CLASS REPRESENTED  
 13 BY AMOUNT IN ROW (11)

14 7.9%  
 TYPE OF REPORTING PERSON

Explanation of Responses:

00

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NAMES OF REPORTING PERSONS

1 Centerbridge Capital Partners SBS, L.P.  
 CHECK THE APPROPRIATE BOX IF A  
 2 MEMBER OF A GROUP (see  
 instructions)

3 (a) (b)  
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO  
 CHECK BOX IF DISCLOSURE OF  
 5 LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	38,792	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	38,792	

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

12 38,792  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (see instructions)  
 13 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

14 0.1%  
 TYPE OF REPORTING PERSON

Explanation of Responses:

PN

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NAMES OF REPORTING PERSONS

1  
 CCP SBS GP, LLC  
 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (see  
 2 instructions)

(a) (b)  
 3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO  
 CHECK BOX IF DISCLOSURE OF  
 LEGAL PROCEEDINGS IS REQUIRED  
 5 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	38,792	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	38,792	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,792  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%  
 14 TYPE OF REPORTING PERSON

Explanation of Responses:

00

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CUSIP No. 830830105 SCHEDULE 13D Page 9 of 15 Pages

NAMES OF REPORTING PERSONS

1

Mark T. Gallogly  
 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (see  
 2 instructions)

2

(a) (b)  
 SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

OO  
 CHECK BOX IF DISCLOSURE OF  
 LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
 ORGANIZATION

6

United States  
 SOLE VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

7  
 0  
 SHARED VOTING POWER  
 8  
 4,513,071  
 SOLE DISPOSITIVE POWER  
 9  
 0  
 SHARED DISPOSITIVE POWER

10  
 4,513,071  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

11

4,513,071  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (see instructions)  
 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

12

8.0%  
 TYPE OF REPORTING PERSON

13

Explanation of Responses:



IN

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NAMES OF REPORTING PERSONS

1

Jeffrey H. Aronson

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (see  
instructions)

2

(a) (b)  
SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States  
SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

0  
SHARED VOTING POWER

8

4,513,071  
SOLE DISPOSITIVE POWER

9

0  
SHARED DISPOSITIVE POWER

10

4,513,071  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

4,513,071  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (see instructions)  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

12

8.0%  
TYPE OF REPORTING PERSON

13

Explanation of Responses:

IN

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SCHEDULE 13D

This Amendment No. 5 (this "Amendment No. 5") to the Statement on Schedule 13D is filed by the Reporting Persons as an amendment to the Schedule 13D filed on June 11, 2018 with the U.S. Securities and Exchange Commission (the "SEC"), as amended by Amendment No. 1 to the Schedule 13D filed on August 8, 2018, as amended by Amendment No. 2 to the Schedule 13D filed on August 14, 2018, as amended by Amendment No. 3 to the Schedule 13D filed on September 25, 2018, as amended by Amendment No. 4 to the Schedule 13D filed on November 30, 2018 (collectively, the "Schedule 13D") with respect to the shares of common stock, par value \$0.0277 per share ("Common Stock"), of Skyline Champion Corporation (the "Issuer"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Interest in Securities of the Issuer.

Item 5.

Items 5(a)-(c) of this Schedule 13D are hereby amended and restated as follows:

(a) – (b) The percentages of Common Stock reported herein are based on 56,713,294 shares of Common Stock being outstanding upon completion of the offering described herein, as disclosed by the Issuer in its prospectus supplement on Form 424B4 filed with the Securities and Exchange Commission ("SEC") on November 29, 2018.

Pursuant to Rule 13d-3 under the Act, the Reporting Persons may be deemed to beneficially own Common Stock as follows:

1. Centerbridge Capital Partners, L.P.
  - a. Amount beneficially owned: 4,227,270
  - b. Percent of class: 7.5%
  - c. Voting and dispositive power:
    - i. Sole power to vote or to direct the vote: 0
    - ii. Shared power to vote or to direct the vote: 4,227,270
    - iii. Sole power to dispose or direct the disposition of: 0
    - iv. Shared power to dispose or direct the disposition of: 4,227,270

CCP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by Centerbridge Associates, its general partner, and Cayman GP, the general partner of Centerbridge Associates. Neither Centerbridge Associates nor Cayman GP directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 under the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP. However, none of the foregoing should be construed in and of itself as an admission by Centerbridge Associates or Cayman GP or by any Reporting Person as to beneficial ownership of Common Stock owned by another Reporting Person. In addition, each of Centerbridge Associates and Cayman GP expressly disclaims beneficial ownership of shares of Common Stock owned by CCP.

2. Centerbridge Capital Partners Strategic, L.P.
  - a. Amount beneficially owned: 143,032
  - b. Percent of class: 0.3%
  - c. Voting and dispositive power:
    - i. Sole power to vote or to direct the vote: 0
    - ii. Shared power to vote or to direct the vote: 143,032
    - iii. Sole power to dispose or direct the disposition of: 0
    - iv. Shared power to dispose or direct the disposition of: 143,032

CCPS has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by Centerbridge Associates, its general partner, and Cayman GP, the general partner of Centerbridge Associates. Neither Centerbridge Associates nor Cayman GP directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 under the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPS. However, none of the foregoing should be construed in and of itself as an admission by Centerbridge Associates or Cayman GP or by any Reporting Person as to beneficial

ownership of Common Stock owned by another Reporting Person. In addition, each of Centerbridge Associates and Cayman GP expressly disclaims beneficial ownership of shares of Common Stock owned by CCPS.

3. CCP Champion Investors, LLC

- a. Amount beneficially owned: 103,977
  - b. Percent of class: 0.2%
  - c. Voting and dispositive power:
    - i. Sole power to vote or to direct the vote: 0
    - ii. Shared power to vote or to direct the vote: 103,977
-

- iii. Sole power to dispose or direct the disposition of: 0
- iv. Shared power to dispose or direct the disposition of: 103,977

CCPCI has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by Centerbridge Associates, its manager, and Cayman GP, the general partner of Centerbridge Associates. Neither Centerbridge Associates nor Cayman GP directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 under the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPCI. However, none of the foregoing should be construed in and of itself as an admission by Centerbridge Associates or Cayman GP or by any Reporting Person as to beneficial ownership of Common Stock owned by another Reporting Person. In addition, each of Centerbridge Associates and Cayman GP expressly disclaims beneficial ownership of shares of Common Stock owned by CCPCI.

4. Centerbridge Associates, L.P. and Centerbridge Cayman GP Ltd.

- a. Amount beneficially owned: 4,474,279
- b. Percent of class: 7.9%
- c. Voting and dispositive power:
  - i. Sole power to vote or to direct the vote: 0
  - ii. Shared power to vote or to direct the vote: 4,474,279
  - iii. Sole power to dispose or direct the disposition of: 0
  - iv. Shared power to dispose or direct the disposition of: 4,474,279

Neither Centerbridge Associates nor Cayman GP directly owns any shares of Common Stock. Centerbridge Associates, as general partner of CCP and CCPS, and as manager of CCPCI, has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by CCP, CCPS and CCPCI, which powers may also be exercised by Cayman GP, the general partner of Centerbridge Associates. By reason of the provisions of Rule 13d-3 under the Act, Centerbridge Associates and Cayman GP may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP, CCPS and CCPCI. However, none of the foregoing should be construed in and of itself as an admission by Centerbridge Associates or Cayman GP or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Centerbridge Associates and Cayman GP expressly disclaims beneficial ownership of shares of Common Stock owned by CCP, CCPS and CCPCI.

5. Centerbridge Capital Partners SBS, L.P. and CCP SBS GP, LLC

- a. Amount beneficially owned: 38,792
- b. Percent of class: 0.1%
- c. Voting and dispositive power:
  - i. Sole power to vote or to direct the vote: 0
  - ii. Shared power to vote or to direct the vote: 38,792
  - iii. Sole power to dispose or direct the disposition of: 0
  - iv. Shared power to dispose or direct the disposition of: 38,792

SBS has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by SBS GP, its general partner. SBS GP does not directly own any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 under the Act, SBS GP may be deemed to beneficially own the shares of Common Stock beneficially owned by SBS. However, none of the foregoing should be construed in and of itself as an admission by SBS GP or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, SBS GP expressly disclaims beneficial ownership of shares of Common Stock owned by SBS.

6. Mark T. Gallogly and Jeffrey H. Aronson

- a. Amount beneficially owned: 4,513,071
- b. Percent of class: 8.0%
- c. Voting and dispositive power:
  - i. Sole power to vote or to direct the vote: 0

- ii. Shared power to vote or to direct the vote: 4,513,071
- iii. Sole power to dispose or direct the disposition of: 0
- iv. Shared power to dispose or direct the disposition of: 4,513,071

Messrs. Gallogly and Aronson, indirectly, through various intermediate entities control each of the Centerbridge Funds. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 under the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by the Centerbridge Funds. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting

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Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of the shares of Common Stock owned by any of the Centerbridge Funds.

By virtue of the Investor Rights Agreement and the Coordination Agreement, the Reporting Persons and other Sponsors may be deemed to be members of a “group” (within the meaning of Rule 13d-5 under the Act) that beneficially owns an aggregate of 14,839,961 shares, or approximately 26.2%, of the outstanding shares of Common Stock. However, the filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons and the other Sponsors are members of any such group. Each of the other Sponsors is separately filing a Schedule 13D reporting its beneficial ownership of the shares of Common Stock held by it. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock held by each of the other Sponsors.

(c) On November 30, 2018, pursuant to that certain underwriting agreement dated November 27, 2018 (the “November 2018 Underwriting Agreement”) entered into by and among the Centerbridge Funds and certain other Sponsors (the “Selling Shareholders”), the Issuer and Morgan Stanley & Co. LLC (the “Underwriter”), the Underwriter exercised its 30-day option (the “Greenshoe Option”) to purchase an additional 675,000 shares of Common Stock from the Selling Shareholders at a price of \$21.80 per share, which such transaction closed on December 5, 2018. In connection with the exercise of the Greenshoe Option, the Centerbridge Funds sold the following shares:

<u>Reporting Person</u>	<u>Number of Shares Sold</u>
Centerbridge Capital Partners, L.P.	245,877
Centerbridge Capital Partners Strategic, L.P.	8,319
CCP Champion Investors, LLC	6,048
Centerbridge Capital Partners SBS, L.P.	2,256

Except for the transactions described herein and in Amendment No. 4 to the Schedule 13D filed with the SEC on November 30, 2018, no Reporting Person has effected any transaction in the Common Stock during the past 60 days.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 7, 2018

CENTERBRIDGE  
CAPITAL PARTNERS, L.P.

BY: CENTERBRIDGE  
ASSOCIATES, L.P., its  
general partner

BY: CENTERBRIDGE  
CAYMAN GP LTD., its  
general partner

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized Signatory

CENTERBRIDGE  
CAPITAL PARTNERS  
STRATEGIC, L.P.

BY: CENTERBRIDGE  
ASSOCIATES, L.P., its  
general partner

BY: CENTERBRIDGE  
CAYMAN GP LTD., its  
general partner

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized Signatory

CCP CHAMPION  
INVESTORS, LLC

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized Signatory

CENTERBRIDGE  
ASSOCIATES, L.P.

BY: CENTERBRIDGE  
CAYMAN GP LTD., its  
general partner

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized Signatory

CENTERBRIDGE  
CAYMAN GP LTD.

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized Signatory

CENTERBRIDGE  
CAPITAL PARTNERS SBS,  
L.P.

BY: CCP SBS GP, LLC, its  
general partner

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized Signatory

CCP SBS GP, LLC

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized Signatory

MARK T. GALLOGLY

/s/ Mark T. Gallogly  
Mark T. Gallogly

JEFFREY H ARONSON

/s/ Jeffrey H. Aronson  
Jeffrey H. Aronson

[Skyline Champion Corporation – Schedule 13D/A]