Vista Outdoor Inc. Form 4/A February 19, 2015

## FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.
See Instruction

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 \*

1(b).

Nolan Stephen M Issuer Symbol Vista Outdoor Inc. [VSTO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 938 UNIVERSITY PARK BLVD, 02/09/2015 below) **SUITE 200** Sr VP and CFO

2. Issuer Name and Ticker or Trading

(Street)
4. If Amendment, Date Original
6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year)
Applicable Line)

02/11/2015

\_X\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting
Person

CLEARFIELD, UT 84015

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 17,004  $A^{(2)}$ 02/09/2015 A \$0  $17,004 \frac{(2)}{}$ D Stock (1) (2)

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)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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Number:

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response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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. Transactic Code (Instr. 8)	5. Number proof 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
Employee Stock Option (right to buy) (1) (3)	\$ 25.031	02/09/2015		A	2,608	<u>(4)</u>	07/31/2023	Common Stock	2,608
Employee Stock Option (right to buy) (1) (3)	\$ 35.858	02/09/2015		A	4,202	<u>(5)</u>	03/11/2024	Common Stock	4,202

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsinps						
	Director	10% Owner	Officer	Other			

Nolan Stephen M 938 UNIVERSITY PARK BLVD, SUITE 200 CLEARFIELD, UT 84015

Sr VP and CFO

#### Signatures

/s/Stephen M. 02/19/2015 Nolan

\*\*Signature of Reporting Person

#### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This amendment to Form 4 is being filed to revise the number of securities beneficially owned by the Reporting Person following the

  (1) Spin-Off (as defined below) reported in the original Form 4 filed on 02/11/2015 due to a recalculation of the relevant conversion rates in respect of performance stock units and employee stock options following completion of the Spin-Off (as defined below).
- The securities reported are the result of the conversion of restricted stock and performance share units originally granted by Alliant Techsystems Inc. ("ATK") to the Reporting Person into restricted stock and restricted stock units, respectively, of the Issuer in connection with the spin-off of the Issuer from ATK (the "Spin-Off"). Other than this conversion, these restricted stock units generally have the same terms and conditions, including vesting, as the original ATK performance share units had immediately prior to the Spin-Off. In addition, the securities reported include shares of the Issuer's common stock received by the Reporting Person in connection with the Spin-Off.

Reporting Owners 2

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- (3) The securities reported are the result of the conversion of employee stock options originally granted by ATK to the Reporting Person into employee stock options of the Issuer in connection with the Spin-Off.
- (4) Options became exercisable in three equal annual installments beginning July 31, 2014.
- (5) Options become exercisable in three equal annual installments beginning March 11, 2015.

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.