

Hough Laurie M.
Form 4
June 05, 2018

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 *
Hough Laurie M.

(Last) (First) (Middle)

C/O SKYLINE CHAMPION CORPORATION, P.O. BOX 743, 2520 BY-PASS ROAD

(Street)

ELKHART, IN 46515

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Skyline Champion Corp [SKY]

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2018

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)
EVP, CFO, Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 06/01/2018 | | A | 260,942 A | 260,942 (2) (3) (4) (5) | D | |

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)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hough Laurie M. C/O SKYLINE CHAMPION CORPORATION P.O. BOX 743, 2520 BY-PASS ROAD ELKHART, IN 46515 | | | EVP, CFO, Treasurer | |

Signatures

/s/ Laurie Hough by Roger K. Scholten,
Attorney-in-Fact 06/05/2018

**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 common stock reported herein was received, at the direction and on behalf of Champion Enterprises Holdings, LLC ("Champion"), in connection with the distribution by Skyline Champion Corporation (the "Issuer") of common stock in exchange for the contribution by Champion to the Issuer of its wholly-owned subsidiaries pursuant to a Share Contribution & Exchange Agreement, dated as of January 5, 2018, by and between the Issuer and Champion.
- (2) The reporting person holds 57,805 shares of common stock of the Issuer that, subject to the reporting person's continuous employment with the company, vest at 50% per year on each of the first and second anniversaries of a secondary offering of the Issuer shares. The unvested shares of common stock described in the immediately preceding sentence will vest in full upon a change of control of the Issuer, subject to the reporting person's continuous employment with the Issuer through the change in control date.
- (3) The reporting person holds 101,569 shares of common stock that have the opportunity to first vest on the 180th day following a secondary offering of shares of common stock, subject to a return on investment of certain of the Issuer's stockholders. Shares of common stock that do not vest as of the 180th day following the secondary offering described in the immediately preceding sentence shall vest upon the achievement of certain average share price targets of Issuer common stock that will be determined at the time of the secondary offering. The shares of common stock described in this paragraph will also have the opportunity to vest in connection with a change of control of the Issuer based on the achievement of certain performance thresholds. (Footnote continued in remarks)
- (4) The reporting person holds 8,769 shares of common stock of the Issuer that, subject to the reporting person's continuous employment with the company, vest at 50% per year over two years and that will become fully-vested on May 12, 2020. The unvested shares of common stock described in the immediately preceding sentence will vest in full upon (i) a change of control of the Issuer or (ii) in connection with a secondary offering of Issuer shares wherein certain majority owners of the Issuer and the Issuer receive an aggregate

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of \$50,000,000 in proceeds, in each case, subject to the continuous employment of the reporting person prior to and through the applicable vesting event.

- (5) The reporting person holds 52,025 shares of common stock of the Issuer that, subject to the reporting person's continuous employment with the company, vest at 25% per year over four years and that will become fully-vested on January 24, 2022. The unvested shares of common stock described in the immediately preceding sentence will vest in full upon (i) a change of control of the Issuer or (ii) in connection with a secondary offering of Issuer shares wherein certain majority owners of the Issuer and the Issuer's receive an aggregate of \$50,000,000 in proceeds, in each case, subject to the continuous employment of the reporting person prior to and through the applicable vesting event.

Remarks:

*(Footnote 3 continued)

Any shares of common stock that have not vested within two years following the secondary offering shall be forfeited and transferred to the Issuer.

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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