

FOX FACTORY HOLDING CORP

Form 4

April 11, 2014

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 *
Galasso Mario

(Last) (First) (Middle)

C/O FOX FACTORY HOLDING
CORP., 915 DISC DRIVE

(Street)

SCOTTS VALLEY, CA 95066

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

FOX FACTORY HOLDING CORP
[FOXF]

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

04/09/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Business Divisions

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/09/2014		M		6,123	A	\$ 5.16	619,367	D
Common Stock	04/09/2014		S ⁽¹⁾		6,123	D	\$ 17.5455	613,244	D
Common Stock	04/10/2014		M		7,300	A	\$ 5.16	620,544	D
Common Stock	04/10/2014		S ⁽¹⁾		7,300	D	\$ 17.0587	613,244	D
Common Stock	04/11/2014		M		2,577	A	\$ 5.16	615,821	D

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Common	04/11/2014		S ⁽¹⁾	2,577	D	\$	16.9901	613,244	D
Stock						(2)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	04/09/2014		M	6,123	(3) 06/15/2022	Common Stock	6,123
Employee Stock Option (right to buy)	\$ 5.16	04/10/2014		M	7,300	(3) 06/15/2022	Common Stock	7,300
Employee Stock Option (right to buy)	\$ 5.16	04/11/2014		M	2,577	(3) 06/15/2022	Common Stock	2,577

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Galasso Mario C/O FOX FACTORY HOLDING CORP.	President, Business

915 DISC DRIVE
SCOTTS VALLEY, CA 95066

Divisions

Signatures

/s/ Mario Galasso, by David Haugen as
attorney-in-fact

04/11/2014

__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 \$16.73
- (2) to \$17.13, 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.
- (3) Among the remaining option after this transaction, the option representing a right to purchase 52,860 shares will vest on June 15, 2014; all the other option vested 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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