

Champion Enterprises Holdings, LLC
 Form 4
 May 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Champion Enterprises Holdings, LLC

(Last) (First) (Middle)

775 WEST BIG BEAVER ROAD, SUITE 100

(Street)

TROY, MI 48084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SKYLINE CORP [SKY]

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/29/2018 | | J(1)(2)(3)(4)(5) | 0 (A) or (D) (1) (2) (3) (4) (5) | 0 | I | See footnotes (1) (2) (3) (4) (5) |

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting 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 |
| Champion Enterprises Holdings, LLC 775 WEST BIG BEAVER ROAD, SUITE 100 TROY, MI 48084 | | X | | |

Signatures

By: /s/ Roger K. Scholten, 05/29/2018
Senior V.P.

__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) On January 5, 2018, the Reporting Person and the Issuer entered into a Share Contribution & Exchange Agreement (the "Exchange Agreement") pursuant to which the Reporting Person agreed to combine its operations with the Issuer. Concurrently with the execution of the Exchange Agreement, the Reporting Person entered into a Voting Agreement (the "Voting Agreement") with each of the shareholders of the Issuer signatory thereto the "Supporting Shareholders").
- (2) Pursuant to the Voting Agreement, each Supporting Shareholder agreed, among other things, (i) not to transfer his shares of Common Stock other than as permitted by the Voting Agreement, and (ii) to vote his shares of Common Stock in favor of certain matters submitted for shareholder approval (the "Company Shareholder Approval Matters") (the provisions described in clauses (i) and (ii), collectively, the "Voting Provisions"). Also pursuant to the Voting Agreement, each Supporting Shareholder appointed the Reporting Person as irrevocable proxy and attorney-in-fact to vote such Supporting Shareholder's shares of Common Stock in favor of the Company Shareholder Approval Matters (the "Proxy").
- (3) On January 16, 2018 the Reporting Person filed a Form 3 solely because, as a result of the Proxy, the Reporting Person may have been deemed to share beneficial ownership, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), of the 1,490,864 shares of Common Stock beneficially owned by the Supporting Shareholders.
- (4) On May 29, 2018, the affirmative vote necessary to approve each of the Company Shareholder Approval Matters was obtained and the Voting Provisions and the Proxy automatically terminated in accordance with the terms of the Voting Agreement. To the extent the Reporting Person may have been deemed to beneficially own shares of Common Stock as a result of the Proxy, upon

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the termination of the Proxy, the Reporting Person no longer beneficially owns any shares of Common Stock.

- (5) Neither the filing of this statement nor any of its content shall be deemed to constitute an admission by the Reporting Person that it is the beneficial owner of any shares of Common Stock for purposes of Sections 13(d) or 16 of the Act or for any other purpose. The Reporting Person does not and did not have any pecuniary interest (as defined in Rule 16a-1(a)(2) under the Act) in any of the shares of Common Stock subject to the Proxy and expressly disclaims beneficial ownership of such shares.

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.