

FOX FACTORY HOLDING CORP

Form 4

April 11, 2014

**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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Business Divisions

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) |   |                    | 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 or Price    |   |  |                                   |
| Common Stock                    | 04/09/2014                           |  | M                              |   |   | 6,123 A \$ 5.16    | 619,367   | D  |                                   |
| Common Stock                    | 04/09/2014                           |  | S <sup>(1)</sup>               |   |   | 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 <sup>(1)</sup>               |   |   | 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<br>Stock | 04/11/2014 |  | <u>S</u> <sup>(1)</sup> | 2,577 | D | \$<br>16.9901 | 613,244 | D |
|                 |            |  |                         |       |   | <u>(2)</u>    |         |   |

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

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Galasso Mario<br>C/O FOX FACTORY HOLDING CORP. |               |           | President,<br>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. 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.