

Intrawest Resorts Holdings, Inc.

Form 4/A

January 20, 2015

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 *
Goldstein Joshua B.

2. Issuer Name **and** Ticker or Trading
Symbol
Intrawest Resorts Holdings, Inc.
[SNOW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INTRAWEST RESORTS
HOLDINGS, INC., 1621 18TH
STREET SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2014

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, CGC & Corp. Sec.

(Street)
DENVER, CO 80202

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/03/2014

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	(D)	Price

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)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units ⁽¹⁾	<u>(2)</u>	01/30/2014		A	58,334 <u>(3)</u>	<u>(4)</u> <u>(5)</u>	Common Stock	58,334

Reporting Owners

Reporting Owner Name / Address	Relationships
Goldstein Joshua B. C/O INTRAWEST RESORTS HOLDINGS, INC. 1621 18TH STREET SUITE 300 DENVER, CO 80202	Director 10% Owner Officer Other EVP, CGC & Corp. Sec.

Signatures

/s/ Joshua B.
Goldstein 01/20/2015

Signature of Date
Reporting Person

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) Consists of restricted stock units granted on January 30, 2014 that were erroneously reported in the reporting person's Form 4 filed on February 3, 2014 in Table I as a grant of common stock. Upon vesting, the reporting person will receive, at the issuer's option, either one share of common stock for each vested restricted stock unit or the amount of cash equal to the fair market value of one share of common stock, valued based on the closing price of the issuer's common stock on the day before the vesting date.
- (2) The exercise price is valued based on the closing price of the issuer's common stock on the day before the vesting date.
- (3) Consists of restricted stock units granted under the Intrawest Resorts Holdings, Inc. 2014 Omnibus Incentive Plan.
- (4) 33.3% of the restricted stock units will vest on the first and second anniversaries of the date of grant and 33.4% will vest on the third anniversary of the date of grant, subject to the reporting person's continued employment through the specified vesting date.
- (5) None.

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.