

FINISH LINE INC /IN/
Form 4
March 29, 2017

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 *
Greenwell Melissa A.

(Last) (First) (Middle)
3308 N. MITTHOEFFER ROAD
(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FINISH LINE INC /IN/ [FINL]

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2013

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 below) ___ Other (specify below)
EVP, COO

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		
Class A Common Stock	06/11/2013		A		1,017 (1) \$ 0 11,862	D	
Class A Common Stock	07/15/2013		M		7,525 A \$ 6.29 19,387	D	
Class A Common Stock	07/15/2013		S		7,525 D \$ 22.71 11,862	D	
Class A Common	08/13/2013		A		91 (2) A \$ 0 11,953	D	

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Stock							
Class A Common Stock	04/01/2014	A	<u>2,642</u> (3)	A	\$ 0	14,595	D
Class A Common Stock	04/01/2014	A	<u>5,000</u> (4)	A	\$ 0	19,595	D
Class A Common Stock	04/27/2014	F	711 (5)	D	\$ 26.68	18,884	D
Class A Common Stock	03/30/2015	A	<u>2,537</u> (6)	A	\$ 0	21,421	D
Class A Common Stock	04/02/2015	F	814 (7)	D	\$ 24.81	20,607	D
Class A Common Stock	02/29/2016	A	<u>9,817</u> (8)	A	\$ 0	30,424	D
Class A Common Stock	03/28/2016	A	<u>4,396</u> (9)	A	\$ 0	34,820	D
Class A Common Stock	04/01/2016	F	876 (10)	D	\$ 20.65	33,944	D
Class A Common Stock	06/11/2016	F	329 (11)	D	\$ 17.33	33,615	D
Class A Common Stock	07/29/2016	M	4,077	A	\$ 13.1	37,692	D
Class A Common Stock	07/29/2016	S	4,077	D	\$ 21.67	33,615	D
Class A Common Stock	08/13/2016	F	29 (12)	D	\$ 22.18	33,586	D
Class A Common Stock	03/01/2017	F	<u>1,767</u> (13)	D	\$ 16.3	31,819	D
Class A Common Stock	03/27/2017	A	<u>17,189</u> (14)	A	\$ 0	49,008	D

Class A Common Stock	717 ⁽¹⁵⁾	I	By Employee Stock Purchase Plan
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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 of Underlying Security (Instr. 3)
					V	(A) (D)	Date Exercisable	Expiration Date	
Stock Option (Right to Buy)	\$ 21.23	06/11/2013		A	3,653		⁽¹⁶⁾	06/11/2023	Class A Common Stock
Stock Option (Right to Buy)	\$ 6.29	07/15/2013		M		7,525	⁽¹⁷⁾	03/26/2019	Class A Common Stock
Stock Option (Right to Buy)	\$ 21.94	08/13/2013		A	328		⁽¹⁸⁾	08/13/2023	Class A Common Stock
Stock Option (Right to Buy)	\$ 27.25	04/01/2014		A	18,171		⁽¹⁹⁾	04/01/2024	Class A Common Stock
Stock Option (Right to Buy)	\$ 27.25	04/01/2014		A	3,000		⁽²⁰⁾	04/01/2024	Class A Common Stock
Performance-Based Restricted Stock	⁽²¹⁾	04/01/2014		A	3,412		⁽²¹⁾	04/01/2017	Class A Common Stock
Stock Option (Right to Buy)	\$ 24.44	03/30/2015		A	23,592		⁽²²⁾	03/30/2025	Class A Common Stock
Performance-Based	⁽²³⁾	03/30/2015		A	3,805		⁽²³⁾	03/30/2018	Class A Common Stock

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- (2) All the reported shares of restricted stock cliff-vest in full on 8/13/2016.
- (3) All the reported shares of restricted stock cliff-vest in full on 4/1/2017.
- (4) All the reported shares of restricted stock cliff-vest in full on 4/1/2017.
- (5) Withheld for the satisfaction of tax liabilities incurred upon the vesting of 2,197 shares of restricted stock.
- (6) All the reported shares of restricted stock cliff-vest in full on 3/30/2018.
- (7) Withheld for the satisfaction of tax liabilities incurred upon the vesting of 2,587 shares of restricted stock.
- (8) The reported shares of restricted stock vest on the following schedule: 4,909 on 3/1/2017; and 4,908 on 3/1/2018.
- (9) All the reported shares of restricted stock cliff-vest in full on 3/28/2019.
- (10) Withheld for the satisfaction of tax liabilities incurred upon the vesting of 2,784 shares of restricted stock.
- (11) Withheld for the satisfaction of tax liabilities incurred upon the vesting of 1,017 shares of restricted stock.
- (12) Withheld for the satisfaction of tax liabilities incurred upon the vesting of 91 shares of restricted stock.
- (13) Withheld for the satisfaction of tax liabilities incurred upon the vesting of 4,909 shares of restricted stock.
- (14) The reported shares of restricted stock vest in three equal annual installments on the anniversary of the date of grant, commencing on 3/27/2018.
- (15) Updated to include shares allocated to the reporting person's account since the date of the reporting person's last ownership report.
- (16) The options vest on the following schedule: 365 (10%) on 6/11/2014; 730 (20%) on 6/11/2015; 1,096 (30%) on 6/11/2016; and 1,462 (40%) on 6/11/2017.
- (17) The options vested over 4 years, on the anniversary of the date of grant commencing on 3/26/2010, on a schedule of 10%, 20%, 30% and 40% at each respective anniversary.
- (18) The options vest on the following schedule: 32 (10%) on 8/13/2014; 66 (20%) on 8/13/2015; 98 (30%) on 8/13/2016; and 132 (40%) on 8/13/2017.
- (19) The options vest on the following schedule: 1,817 (10%) on 4/1/2015; 3,634 (20%) on 4/1/2016; 5,451 (30%) on 4/1/2017; and 7,269 (40%) on 4/1/2018.
- (20) The options vest on the following schedule: 300 (10%) on 4/1/2015; 600 (20%) on 4/1/2016; 900 (30%) on 4/1/2017; and 1,200 (40%) on 4/1/2018.

Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals relating to the compound annual growth rate of The Finish Line, Inc.'s net income, measured over a performance period including fiscal years 2015, 2016 and 2017. Dividend equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.
- (21) The options vest on the following schedule: 2,359 (10%) on 3/30/2016; 4,718 (20%) on 3/30/2017; 7,078 (30%) on 3/30/2018; and 9,437 (40%) on 3/30/2019.

Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals relating to the compound annual growth rate of The Finish Line, Inc.'s earnings per share, measured over a performance period including fiscal years 2016, 2017 and 2018. Dividend equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.
- (22) The options vest on the following schedule: 30,337 on 3/1/2017; and 30,337 on 3/1/2018.

Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals relating to the growth of The Finish Line, Inc.'s adjusted operating income, measured over a performance period including fiscal years 2015 and 2016. Dividend equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.
- (23) The options vest on the following schedule: 30,337 on 3/1/2017; and 30,337 on 3/1/2018.
- (24) The options vest on the following schedule: 4,491 (10%) on 3/28/2017; 8,982 (20%) on 3/28/2018; 13,473 (30%) on 3/28/2019; and 17,964 (40%) on 3/28/2020.
- (25) Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals relating to the compound annual growth rate of The Finish Line, Inc.'s earnings per share, measured over a performance period including fiscal years 2017, 2018 and 2019. Dividend
- (26)
- (27)

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equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.

- (28) The total grant of 4,530 options vested over 4 years on the following schedule: 453 (10%) on 3/11/2011; 906 (20%) on 3/11/2012; 1,359 (30%) on 3/11/2013; and 1,812 (40%) on 3/11/2014.

- (29) The reported dividend equivalent rights accrued on the reporting person's performance-based restricted stock and will become vested proportionately with the performance-based restricted stock to which they relate. Each dividend equivalent right is the economic equivalent of one share of Class A Common Stock.

- (30) The reported dividend equivalent rights reflect the aggregate accruals for quarterly dividends paid by The Finish Line, Inc. from the initial grant date for the performance-based restricted stock to which the dividend equivalent rights relate up to the date of this ownership report.

- (31) The reported amount does not include 18 dividend equivalent rights that were not earned and were forfeited.

- (32) Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals relating to the compound annual growth rate of The Finish Line, Inc.'s earnings per share and to consolidated enterprise sales growth, measured over a performance period including fiscal years 2018, 2019 and 2020. Dividend equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.

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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