

Malibu Boats, Inc.
Form 4
May 13, 2014

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 *
Hooks Michael K.

(Last) (First) (Middle)

2000 AVENUE OF THE STARS,
11TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Malibu Boats, Inc. [MBUU]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2014

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)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class B Common Stock | 05/13/2014 | | J(1) | | 1 | D | 0 | See Footnote (2) |
| Class B Common Stock | 05/13/2014 | | J(1) | | 1 | A | 1 | |
| Class B Common Stock | | | | | | | 1 | See Footnote (3) |
| Class B Common Stock | | | | | | | 1 | See Footnote |

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| | | | | |
|---------|---|---|--|----------|
| Stock | | | | (4) |
| Class B | | | | See |
| Common | 1 | I | | Footnote |
| Stock | | | | (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)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Units of Malibu Boats Holdings, LLC | (6) | 05/13/2014 | | J(1) | | 626,763 | | (6) | (6) | Class A Common Stock 626,763 |
| Units of Malibu Boats Holdings, LLC | (6) | 05/13/2014 | | J(1) | | 140,113 | | (6) | (6) | Class A Common Stock 140,113 |
| Units of Malibu Boats Holdings, LLC | (6) | | | | | | | (6) | (6) | Class A Common Stock (6) |
| Units of Malibu Boats Holdings, LLC | (6) | | | | | | | (6) | (6) | Class A Common Stock (6) |
| Units of Malibu Boats Holdings, LLC | (6) | | | | | | | (6) | (6) | Class A Common Stock (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hooks Michael K. 2000 AVENUE OF THE STARS, 11TH FLOOR LOS ANGELES, CA 90067 | X | X | | |

Signatures

MICHAEL K. HOOKS, /s/ Wayne Wilson as attorney-in-fact

05/13/2014

__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) Black Canyon Investments L.P. ("BC Investments") transferred all its directly held Units in Malibu Boats Holdings, LLC (the "LLC Units") through a pro rata distribution to each of its partners, including the reporting person. BC Investments had been issued for nominal consideration, one share of the Issuer's Class B Common Stock, each of which provides its owner with no economic rights but entitles the holder to one vote on matters presented to stockholders of the Issuer for each LLC Unit held by such holder. Upon such transfer of all its LLC Units, BC Investments no longer holds a share of Class B Common Stock and as a holder of LLC Units, the reporting person was issued a share of Class B Common Stock. If the reporting person were to transfer LLC Units, the voting power afforded to the reporting person by his share of Class B Common Stock will be automatically and correspondingly reduced under the certificate of incorporation of the Issuer.
- (2) The amount shown represents the beneficial ownership of Issuer's Class B Common Stock and LLC Units, as applicable, owned by BC Investments, which was disposed by BC Investments as discussed above.
- (3) The amount shown represents the beneficial ownership of LLC Units owned by Black Canyon Direct Investment Fund L.P.
- (4) The amount shown represents the beneficial ownership of LLC Units owned by Canyon Value Realization Fund, L.P.
- (5) The amount shown represents the beneficial ownership of LLC Units owned by Loudon Partners, LLC.
- (6) Pursuant to the terms of an exchange agreement, the holder of the LLC Units has a right to exchange the LLC Units for shares of the Issuer's Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or at the Issuer's option, other than in the event of a change in control, for a cash payment equal to the market value of the Class A Common Stock. The LLC Units have no expiration date.

Remarks:

See Exhibit 99 for the relationship among the reporting person and the entities described above.

Exhibit List:

Exhibit 99

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.