

SeaWorld Entertainment, Inc.

Form 4

July 06, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Reilly John T

(Last) (First) (Middle)

C/O SEAWORLD
ENTERTAINMENT, INC., 9205
SOUTH PARK CENTER LOOP,
SUITE 400

(Street)

ORLANDO, FL 32819

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SeaWorld Entertainment, Inc.
[SEAS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2016

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 ____ Other (specify
below) below)
Chief Parks Operations Officer

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)
Common Stock	07/01/2016		A	(A) or (D) Amount (1) 4,898	\$ 0 88,121	D	
Common Stock	07/01/2016		A	(A) or (D) Amount (2) 5,771	\$ 0 93,892	D	
Common Stock	07/01/2016		A	(A) or (D) Amount (3) 11,542	\$ 0 105,434	D	

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.17	07/01/2016		A	28,394	<u>(4)</u> 07/01/2026	Common Stock	28,394

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reilly John T
C/O SEAWORLD ENTERTAINMENT, INC.
9205 SOUTH PARK CENTER LOOP, SUITE 400
ORLANDO, FL 32819

Chief Parks Operations Officer

Signatures

/s/ Carlos Clark, by power of
attorney

07/06/2016

__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).

- Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on
- (1) meeting certain performance criteria over a one-year performance period beginning on January 1, 2016 and ending on December 31, 2016.
 - (2) Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest in four equal annual installments beginning on July 1, 2017.
 - (3)

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Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on meeting certain performance criteria over a three-year performance period beginning on January 1, 2016 and ending on December 31, 2018.

- (4) This option vests in four equal annual installments beginning on July 1, 2017.

In accordance with Instruction 4 to this Form, Column 9 reports only total beneficial ownership of the "class" of derivative security

- (5) reported in Column 1. Options that have different exercise prices or expiration dates are not considered to be of the same "class." As a result of the grant reported herein, the Reporting Person currently has aggregate options to purchase a total of 58,805 shares of the Issuer.

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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