

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 *
Sutera Albert J.

(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)
03/28/2016

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 below) ___ Other (specify below)
EVP, CITO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	03/28/2016		A		4,151 (1)	A \$ 0 4,151	D
Class A Common Stock	03/27/2017		A		16,234 (2)	A \$ 0 20,385	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 20.47	03/28/2016		A	42,415	(3) 03/28/2026	Class A Common Stock
Performance-Based Restricted Stock	(4)	03/28/2016		A	6,227	(4) 03/28/2019	Class A Common Stock
Dividend Equivalent Rights	(5)	06/13/2016(6)		A	128	(5) (5)	Class A Common Stock
Performance-Based Restricted Stock	(7)	03/27/2017		A	16,234	(7) 03/27/2020	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutera Albert J. 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235			EVP, CITO	

Signatures

/s/ Christopher C. Eck, as attorney-in-fact for Albert J. Sutera
Date: 03/29/2017

**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) All the reported shares of restricted stock cliff vest in full on 3/28/2019.
- (2) All the reported shares of restricted stock cliff vest in full on 3/27/2020.
- (3) The options vest on the following schedule: 4,241 (10%) on 3/28/2017; 8,483 (20%) on 3/28/2018; 12,725 (30%) on 3/28/2019; and 16,966 (40%) on 3/28/2020.

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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

(4) Finish Line, Inc.'s earnings per share, measured over a performance period including fiscal years 2017, 2018 and 2019. 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.

(5) 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.

(6) 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.

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

(7) 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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