

FOX FACTORY HOLDING CORP  
Form 4  
April 09, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Glasman Zvi

2. Issuer Name and Ticker or Trading Symbol  
FOX FACTORY HOLDING CORP  
[FOXF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
04/07/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CFO and Treasurer

C/O FOX FACTORY HOLDING CORP., 915 DISC DRIVE

(Street)

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

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

SCOTTS VALLEY, CA 95066

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 04/07/2014                           |  | M                              |   | 9,170 A \$ 5.16   | 342,248  | D                                 |
| Common Stock                    | 04/07/2014                           |  | S <sup>(1)</sup>               |   | 9,170 D \$ 17.47 <sup>(2)</sup>   | 333,078  | D                                 |
| Common Stock                    | 04/08/2014                           |  | M                              |   | 4,582 A \$ 5.16   | 337,660  | D                                 |
| Common Stock                    | 04/08/2014                           |  | S <sup>(1)</sup>               |   | 4,582 D \$ 17.5056 <sup>(3)</sup>   | 333,078  | D                                 |
|                                 | 04/09/2014                           |  | M                              |   | 6,248 A \$ 5.16   | 339,326  | D                                 |

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Common  
Stock

Common Stock 04/09/2014 S<sup>(1)</sup> 6,248 D \$ 17.5572 333,078 D  
(4)

Common Stock 92,900 I Shares held by Zvi & Marlise Glasman Family Trust

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 5.16  | 04/07/2014                           |  | M                              | 9,170   | <u>(5)</u> 06/15/2022                                    | Common Stock  | 9,170                         |
| Employee Stock Option (right to buy)       | \$ 5.16  | 04/08/2014                           |  | M                              | 4,582   | <u>(5)</u> 06/15/2022                                    | Common Stock  | 4,582                         |
| Employee Stock Option (right to buy)       | \$ 5.16  | 04/09/2014                           |  | M                              | 6,248   | <u>(5)</u> 06/15/2022                                    | Common Stock  | 6,248                         |

buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Glasman Zvi<br>C/O FOX FACTORY HOLDING CORP.<br>915 DISC DRIVE<br>SCOTT'S VALLEY, CA 95066 |               |           | CFO and Treasurer |       |

## Signatures

/s/ Zvi Glasman, by David Haugen as  
attorney-in-fact

04/09/2014

\_\_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) The shares were sold in open market transactions pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b-5 of the Securities Exchange Act of 1934, as amended.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.29 to \$17.73, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.11 to \$17.70, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.36 to \$17.78, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (4) The option vests in two equal annual installments beginning on June 15, 2013.
- (5) The option vests in two equal annual installments beginning on June 15, 2013.

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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