

Anderson Keith A
Form 4
June 05, 2018

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 *
Anderson Keith A

2. Issuer Name and Ticker or Trading Symbol
Skyline Champion Corp [SKY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SKYLINE CHAMPION CORPORATION, P.O. BOX 743, 2520 BY-PASS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)
ELKHART, IN 46515

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

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	06/01/2018		A	1,463,707	A (3) 1,463,707 (1) (2)	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Keith A C/O SKYLINE CHAMPION CORPORATION P.O. BOX 743, 2520 BY-PASS ROAD ELKHART, IN 46515	X		Chief Executive Officer	

Signatures

/s/ Keith Anderson by Roger K. Scholten,
Attorney-in-Fact

06/05/2018

__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 reporting person holds 726,852 shares of common stock that have the opportunity to first vest on the 180th day following a secondary offering of shares of common stock of Skyline Champion Corporation (the "Issuer") subject to a return on investment of certain of the Issuer's stockholders shares of common stock that do not vest as of the 180th day following the secondary offering described in the immediately preceding sentence shall vest upon the achievement of certain average share price targets of Issuer common stock that will be determined at the time of the secondary offering. The shares of common stock described in this paragraph will also have the opportunity to vest in connection with a change of control of the Issuer based on the achievement of certain performance thresholds. Any shares of common stock that have not vested within two years following the secondary offering shall be forfeited and transferred back to the Issuer. (Footnote continued in Remarks)

(2) The reporting person holds 290,741 shares of common stock of the Issuer that, subject to the reporting person's continuous employment with the company, vest at 33.33% per year over three years and that will become fully-vested on June 2, 2020. The unvested shares of common stock described in the immediately preceding sentence will vest in full upon (i) a change of control of the Issuer or (ii) in connection with a secondary offering of Issuer shares wherein certain majority owners of the Issuer and the Issuer receive an aggregate of \$50,000,000 in proceeds, in each case, subject to the continuous employment of the reporting person prior to and through the applicable vesting event.

(3) The common stock reported herein was received, at the direction and on behalf of Champion Enterprises Holdings, LLC ("Champion"), in connection with the distribution by the Issuer of common stock in exchange for the contribution by Champion to the Issuer of its wholly-owned subsidiaries pursuant to a Share Contribution & Exchange Agreement, dated as of January 5, 2018, by and between the Issuer and Champion.

Remarks:

(Footnote 1 continued):

All vesting described in this paragraph is subject to the reporting person's continuous employment with the Issuer through the

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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