

Wilson Dennis J.
Form 4
January 30, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Wilson Dennis J.

2. Issuer Name and Ticker or Trading Symbol
lululemon athletica inc. [LULU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
21 WATER STREET, SUITE 600
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2019

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

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

VANCOUVER, A1 V6B 1A1

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					3,852	D	
Common Stock	01/28/2019		S	87,977	D <u>\$ 150.2</u> ⁽¹⁾	4,937,884	I By LIPO Investments (USA) Inc.
Common Stock	01/28/2019		S	112,023	D <u>\$ 149.63</u> ⁽²⁾	4,825,861	I By LIPO Investments (USA) Inc.
Common Stock	01/28/2019		C ⁽³⁾	44,539	A <u>(4)</u>	44,539	I By Anamerd Investments Inc.

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Common Stock	01/28/2019	S	44,539	D	\$ <u>(5)</u> 149.62	0	I	By Anamerd Investments Inc.
Common Stock	01/29/2019	<u>C(3)</u>	238,777	A	<u>(4)</u>	238,777	I	By Anamerd Investments Inc.
Common Stock	01/29/2019	S	76,557	D	\$ <u>(6)</u> 148.84	162,220	I	By Anamerd Investments Inc.
Common Stock	01/29/2019	S	162,220	D	\$ <u>(7)</u> 149.25	0	I	By Anamerd Investments Inc.
Common Stock	01/30/2019	<u>C(3)</u>	1,379,000	A	<u>(4)</u>	1,379,000	I	By Anamerd Investments Inc.
Common Stock	01/30/2019	S	1,379,000	D	\$ 145	0	I	By Anamerd Investments Inc.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Exchangeable Shares of Lulu Canadian Holding, Inc.	<u>(4)</u>	01/28/2019		<u>C(3)</u>	44,539	<u>(8)</u>	<u>(9)</u>	Common Stock	44
	<u>(4)</u>	01/29/2019		<u>C(3)</u>	238,777	<u>(8)</u>	<u>(9)</u>		238

Exchangeable Shares of Lulu Canadian Holding, Inc.								Common Stock	
Exchangeable Shares of Lulu Canadian Holding, Inc.	(4)	01/30/2019		C(3)	1,379,000	(8)	(9)	Common Stock	1,37
Exchangeable Shares of Lulu Canadian Holding, Inc.	(4)					(8)	(9)	Common Stock	268
Exchangeable Shares of Lulu Canadian Holding, Inc.	(4)					(8)	(9)	Common Stock	91

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Dennis J. 21 WATER STREET, SUITE 600 VANCOUVER, A1 V6B 1A1			X	

Signatures

/s/ Dennis J.
Wilson

01/30/2019

**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) Represents a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$150.00 to \$150.71, inclusive. For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (2) Represents a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$149.01 to \$149.99, inclusive. For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) Shares obtained on conversion of exchangeable shares of Lulu Canadian Holding, Inc. for shares of lululemon atletica inc. for no consideration, exempt under 16b-6b.
 - (4) 1 - 1 exchange ratio.
 - (5) Represents a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$149.47 to \$149.82, inclusive. For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer,

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any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(6) Represents a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$148.50 to \$148.99, inclusive. For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(7) Represents a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$149.00 to \$149.79, inclusive. For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(8) Immediately exchangeable for shares of lululemon common stock on a 1-to-1 ratio.

(9) No expiration date.

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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