

Bishop William W JR  
Form 4  
January 10, 2018

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bishop William W JR

(Last) (First) (Middle)

C/O BLUE BUFFALO PET  
PRODUCTS, INC., 11 RIVER  
ROAD

(Street)

WILTON, CT 06897

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Blue Buffalo Pet Products, Inc.  
[BUFF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/08/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	01/08/2018		S <sup>(1)</sup>	3,180 D 33.05	623,290	D	
				(2)			
Common Stock	01/08/2018		S <sup>(1)</sup>	7,420 D 33.05	1,454,345	I	See Footnote (3)
				(2)			
Common Stock	01/09/2018		S <sup>(1)</sup>	3,180 D 33.42	620,110	D	
				(4)			

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Common Stock	01/09/2018	S <sup>(1)</sup>	7,420	D	\$ 33.42 (4)	1,446,925	I	See Footnote (3)
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Bishop William W JR C/O BLUE BUFFALO PET PRODUCTS, INC. 11 RIVER ROAD WILTON, CT 06897	X    President and CEO

## Signatures

/s/ Karen M. McCarthy, as Attorney-in-fact	01/10/2018
**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$32.86 to \$33.27, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (3) Reflects shares held by The Orca Trust for the benefit of the Reporting Person's family, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares held by the trust, except to the extent of his pecuniary interest therein.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$33.26 to \$33.60, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4)

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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