

Vista Outdoor Inc.
Form 3
February 19, 2015

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Sexton Thomas G

(Last) (First) (Middle)

938 UNIVERSITY PARK
BOULEVARD, SUITE 200

(Street)

CLEARFIELD,Â UTÂ 84015

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/09/2015

3. Issuer Name **and** Ticker or Trading Symbol
Vista Outdoor Inc. [VSTO]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
VP, Controller & Treasurer

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

18,944 ⁽¹⁾

D

Â

Common Stock

3,251

I

by 401(k)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Deferred Stock Units <u>(2)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	5,610	\$ 0 <u>(4)</u>	D	Â
Phantom Stock Units <u>(5)</u>	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	175	\$ 0 <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sexton Thomas G 938 UNIVERSITY PARK BOULEVARD, SUITE 200 CLEARFIELD,Â UTÂ 84015	Â	Â	Â VP, Controller & Treasurer	Â

Signatures

/s/Thomas G.
Sexton

02/19/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The securities reported are the result of the conversion of restricted stock and performance share units originally granted by Alliant Techsystems Inc. ("ATK") to the Reporting Person into restricted stock and restricted stock units, respectively, of the Issuer in connection with the spin-off of the Issuer from ATK (the "Spin-Off"). Other than this conversion, these restricted stock units generally have the same terms and conditions, including vesting, as the original ATK performance share units had immediately prior to the Spin-Off. In addition, the securities reported include shares of the Issuer's common stock received by the Reporting Person in connection with the Spin-Off.

The securities reported are the result of the conversion of deferred stock units originally granted by ATK to the Reporting Person into deferred stock units of the Issuer in connection with the Spin-Off. Other than this conversion, these deferred stock units have the same terms and conditions as the original ATK deferred stock units immediately prior to the Spin-Off. These securities were originally granted to the Reporting Person pursuant to the terms of ATK's Non-Employee Director Restricted Stock Award and Stock Deferral Program.

The deferred stock units will be settled 100% in shares of the Issuer's common stock following the Reporting Person's termination of employment or such other date specified by the Reporting Person.

Converts to common stock 1-for-1.

The securities reported are the result of the conversion of phantom stock units originally granted by ATK to the Reporting Person into phantom stock units of the Issuer in connection with the Spin-Off. Other than this conversion, these phantom stock units generally have the same terms and conditions as the original ATK phantom stock units had immediately prior to the Spin-Off. These securities were originally granted to the Reporting Person pursuant to the terms of ATK's Nonqualified Deferred Compensation Plan (NQDCP). The phantom stock units will be settled 100% in cash following the Reporting Person's termination of employment or such other date specified by the Reporting Person. NQDCP participants may reallocate amounts between this phantom stock unit investment alternative and other investment accounts during a 10-day window period each quarter.

Converts to common stock value 1-for-1 but will be settled 100% in cash.

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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