

Marano Thomas F.
Form 4
July 31, 2017

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

OMB APPROVAL

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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 *
Marano Thomas F.

2. Issuer Name and Ticker or Trading Symbol
Intrawest Resorts Holdings, Inc.
[SNOW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

C/O INTRAWEST RESORTS HOLDINGS, INC., 1621 18TH STREET SUITE 300

(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

DENVER, CO 80202

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/31/2017 | | D ⁽¹⁾ | 10,000 | \$ 23.75 | 0 | D |
| | | | | | <u>(1)</u> | | |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 10.49 | 07/31/2017 | | D ⁽¹⁾ | 880,141 | ⁽²⁾ | 11/20/2024 | Common Stock | 880,141 |
| Stock Option | \$ 11.25 | 07/31/2017 | | D ⁽¹⁾ | 880,141 | ⁽²⁾ | 11/20/2024 | Common Stock | 880,141 |
| Stock Option | \$ 12.01 | 07/31/2017 | | D ⁽¹⁾ | 880,141 | ⁽²⁾ | 11/20/2024 | Common Stock | 880,141 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marano Thomas F. C/O INTRAWEST RESORTS HOLDINGS, INC. 1621 18TH STREET SUITE 300 DENVER, CO 80202 | X | | CEO & President | |

Signatures

/s/ Thomas F. Marano 07/31/2017

**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) On April 7, 2017, Intrawest Resorts Holdings, Inc. ("IRHI") entered into an Agreement and Plan of Merger with Hawk Holding Company, LLC, Hawk Holding Company, Inc., and Hawk Merger Sub, Inc., pursuant to which Hawk Merger Sub, Inc. would be merged with and into IRHI, with IRHI continuing as the Surviving Company (the "Merger"). Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, each share of IRHI common stock ("Common Stock") issued and outstanding was converted into the right to receive \$23.75 in cash and each outstanding option to purchase a share of Common Stock (a "Stock Option") was terminated and canceled in exchange for the right to receive a single lump sum cash payment equal to (i) the product of (A) the number of shares of Common Stock subject to the Stock Option, whether or not then vested, and (B) the excess of \$23.75 over the exercise price applicable to such Stock Option.

(2) Pursuant to the Stock Option Award Agreement dated November 20, 2014 between IRHI and the reporting person, the first tranche of the Stock Option vested and became exercisable on November 20, 2016, and the second tranche of the Stock Option would become vested and exercisable on November 20, 2017, subject to the reporting person's continued employment with IRHI. Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, the Stock Option vested in full.

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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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