

ADVENT INTERNATIONAL CORP/MA
Form 4
June 11, 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 *
ADVENT INTERNATIONAL
CORP/MA

(Last) (First) (Middle)

800 BOYLSTON STREET, SUITE
3300,

(Street)

BOSTON, MA 02199-8069

(City) (State) (Zip)

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

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

06/07/2018

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)

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 | 06/07/2018 | | S(1) | V Amount 10,000,000 (1) | (A) or (D) Price \$ 10,105,279 (1) (2) (3) (4) (5) | I (1) (2) (3) (4) (5) | See Notes (1) (2) (3) (4) (5) |

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADVENT INTERNATIONAL CORP/MA 800 BOYLSTON STREET, SUITE 3300 BOSTON, MA 02199-8069 | | | | |
| Advent Partners GPE VII 2014 Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 800 BOYLSTON STREET, SUITE 3300 BOSTON, MA 02199-8069 | | | | |
| Advent Partners GPE VII 2014 Cayman Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 800 BOYLSTON STREET, SUITE 3300 BOSTON, MA 02199-8069 | | | | |
| Advent Partners GPE VII-A 2014 Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 800 BOYLSTON STREET, SUITE 3300 BOSTON, MA 02199-8069 | | | | |
| Advent Partners GPE VII-A 2014 Cayman Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 800 BOYLSTON STREET, SUITE 3300 BOSTON, MA 02199-8069 | | | | |
| Advent International GPE VII Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 800 BOYLSTON STREET, SUITE 3300 BOSTON, MA 02199-8069 | | | | |
| Advent International GPE VII-B Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 800 BOYLSTON STREET, SUITE 3300 BOSTON, MA 02199-8069 | | | | |

Advent International GPE VII-C Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
800 BOYLSTON STREET, SUITE 3300
BOSTON, MA 02199-8069

Advent International GPE VII-D Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
800 BOYLSTON STREET, SUITE 3300
BOSTON, MA 02199-8069

Advent International GPE VII-F Limited Partnership
C/O ADVENT INTERNATIONAL CORPORATION
800 BOYLSTON STREET, SUITE 3300
BOSTON, MA 02199-8069

Signatures

See Exhibit 99.1 06/11/2018

__Signature of Date
Reporting Person

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).

Represents shares of Common Stock held directly and sold by: (a) Advent Puma Acquisition Limited ("APAL") (9,703,920 shares); and each of the following entities (a "Specified Advent Fund") - Advent Partners GPE VII-A Limited Partnership (10,651 shares); Advent Partners GPE VII-A Cayman Limited Partnership (25,640 shares); Advent Partners GPE VII-B Cayman Limited Partnership (105,751 shares); Advent Partners GPE VII 2014 Limited Partnership (6,120 shares); Advent Partners GPE VII 2014 Cayman Limited Partnership (17,400 shares); Advent Partners GPE VII-A 2014 Limited Partnership (16,851 shares); Advent Partners GPE VII-A 2014 Cayman Limited Partnership (12,270 shares); Advent Partners GPE VII Limited Partnership (4,451 shares); and Advent Partners GPE VII Cayman Limited Partnership (96,946 shares).

Following the reported transaction, the shares of Common Stock were directly owned by: APAL (9,806,083 shares); Advent Partners GPE VII-A Limited Partnership (10,761 shares); Advent Partners GPE VII-A Cayman Limited Partnership (25,910 shares); Advent Partners GPE VII-B Cayman Limited Partnership (106,862 shares); Advent Partners GPE VII 2014 Limited Partnership (6,184 shares); Advent Partners GPE VII 2014 Cayman Limited Partnership (17,583 shares); Advent Partners GPE VII-A 2014 Limited Partnership (17,026 shares); Advent Partners GPE VII-A 2014 Cayman Limited Partnership (12,399 shares); Advent Partners GPE VII Limited Partnership (4,496 shares); and Advent Partners GPE VII Cayman Limited Partnership (97,975 shares). The owners of APAL are the Advent Funds (as defined below) other than than the Specified Advent Funds.

APAL, together with Advent International Corporation ("AIC") and the Advent Funds are referred to herein as the "Reporting Persons." The shares directly owned by APAL or by any Specified Advent Fund may be deemed indirectly owned by other Reporting Persons; however, each Reporting Person disclaims beneficial ownership of these securities except to the extent of its respective pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

AIC is the Manager of Advent International GPE VII, LLC ("AIGPE VII LLC") which in turn is the General Partner of the following entities (together with AIGPE VII LLC, the "Advent VII Funds"): Advent Partners GPE VII Limited Partnership; Advent Partners GPE VII Cayman Limited Partnership; Advent Partners GPE VII-A Limited Partnership; Advent Partners GPE VII-A Cayman Limited Partnership; Advent Partners GPE VII-B Cayman Limited Partnership; Advent Partners GPE VII 2014 Limited Partnership; Advent Partners GPE VII 2014 Cayman Limited Partnership; Advent Partners GPE VII-A 2014 Limited Partnership; Advent Partners GPE VII-A 2014 Cayman Limited Partnership; GPE VII GP (Delaware) Limited Partnership ("GPEVII GP (Del)"); and GPE VII GP Limited Partnership ("GPEVII GP").

GPEVII GP (Del) is the General Partner of the following entities (together, the "Advent Del Funds"): Advent International GPE VII Limited Partnership; Advent International GPE VII-B Limited Partnership; Advent International GPE VII-C Limited Partnership; Advent International GPE VII-D Limited Partnership; Advent International GPE VII-F Limited Partnership; and Advent International GPE VII-G Limited Partnership. GPEVII GP is the General Partner of the following entities (the "GPE VII GP Funds" and together with the Advent VII Funds and the Advent Del Funds, the "Advent Funds"): Advent International GPE VII-A Limited Partnership; Advent International GPE VII-E Limited Partnership; and Advent International GPE VII-H Limited Partnership.

Remarks:

Exhibit 99.1 - Signatures and Joint Filer Information, incorporated herein by reference. This Form 4 is the second of three Form

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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