

Cazenave Bruce M.
Form 4
May 11, 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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cazenave Bruce M.

(Last) (First) (Middle)

NAUTILUS, INC., 17750 SE 6TH
WAY

(Street)

VANCOUVER, WA 98683

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NAUTILUS, INC. [NLS]

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

05/09/2018

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/09/2018		M ⁽¹⁾	5,350 A	\$ 2.85 389,044	D	
Common Stock	05/09/2018		S ⁽²⁾	5,350 D	\$ 16.557 (3) 383,694	D	
Common Stock	05/10/2018		M ⁽¹⁾	5,350 A	\$ 2.85 389,044	D	
Common Stock	05/10/2018		S ⁽²⁾	5,350 D	\$ 16.4706 (4) 383,694	D	
Common Stock					8,935 (5)	I	By Daughter

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Common Stock	8,935 ⁽⁵⁾	I	A By Daughter B
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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. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (right to buy)	\$ 2.85	05/09/2018		M ⁽¹⁾		5,350	02/16/2013 02/16/2019	Common Stock 5,350
Stock Options (right to buy)	\$ 2.85	05/10/2018		M ⁽¹⁾		5,350	02/16/2013 02/16/2019	Common Stock 5,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cazenave Bruce M. NAUTILUS, INC. 17750 SE 6TH WAY VANCOUVER, WA 98683	X Chief Executive Officer

Signatures

/s/ Wayne M. Bolio, Attorney-in-fact for Bruce M.
Cazenave

05/11/2018

__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) Exercise of options expiring February 16, 2019 effected pursuant to a plan adopted under Rule 10b5-1 promulgated under the Securities Exchange Act of 1934.
- (2) Shares sold pursuant to a plan adopted under Rule 10b5-1 promulgated under the Securities Exchange Act of 1934.
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.30 to \$16.95,
- (3) inclusive. The reporting person undertakes to provide Nautilus, Inc., any securityholder of Nautilus, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price.
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.40 to \$16.575,
- (4) inclusive. The reporting person undertakes to provide Nautilus, Inc., any securityholder of Nautilus, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price.
- (5) Consists of previously reported shares indirectly beneficially owned by the reporting person.

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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