Sanford Karen
Form 4
July 31, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanford Karen

(Last) (First) (Middle)

C/O INTRAWEST RESORTS HOLDINGS, INC., 1621 18TH ST STE 300

(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Chief GC & Corp Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/31/2017		D[1]		11,769	D	$ 23.75 [1]	0	D	

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. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	07/31/2017		D(1)			8,624	(3)	(3)	Common Stock	8,624	$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanford Karen C/O INTRAWEST RESORTS HOLDINGS, INC. 1621 18TH ST STE 300 DENVER, CO 80202			SVP, Chief GC & Corp Sec	

Signatures

/s/ Karen Sanford	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 issued and outstanding was converted into the right to receive $23.75 in cash and each restricted stock unit ("RSU") was terminated and canceled in exchange for the right to receive a single lump sum cash payment equal to $23.75 per RSU.

(2) At grant, each RSU represented the right to receive either one share of IRHI common stock ("Common Stock") or an amount of cash equal to the fair market value of one share of Common Stock.

(3) On June 30, 2015, the reporting person was granted 25,818 RSUs, 33.3% of which vested on each of the first and second anniversaries of the date of grant. Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, all of the reporting person's unvested RSUs vested in full.

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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