

ROSENTHAL JEFFRY O

Form 4

March 20, 2019

**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 \*  
ROSENTHAL JEFFRY O

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

HIBBETT SPORTS INC [HIBB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

2700 MILAN COURT

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

03/18/2019

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

CEO and President

(Street)

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

BIRMINGHAM, AL 35211

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share <sup>(1)</sup> | 03/18/2019                              |                                                             | M                                       | 4,800 A                                                                    | \$ 0<br>(2) 94,186                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share                | 03/18/2019                              |                                                             | F                                       | 1,457 D                                                                    | \$ 0 92,729                                                                                                        | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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                              |
| Restricted stock units (1)                 | \$ 0                                                   | 03/18/2019                           |                                                    | M                              | 4,800                                                                                   | 03/18/2019 (1)                                           | Common Stock 4,800                                            |
| Restricted Stock Unit (3)                  | \$ 0                                                   | 03/20/2019                           |                                                    | A                              | 5,948                                                                                   | 03/27/2021 (3)                                           | Common Stock 5,948                                            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                   |       |
|----------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                | Director      | 10% Owner | Officer           | Other |
| ROSENTHAL JEFFRY O<br>2700 MILAN COURT<br>BIRMINGHAM, AL 35211 | X             |           | CEO and President |       |

## Signatures

/s/ Jeffry O  
Rosenthal 03/20/2019

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) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Performance certified achieved by Issuer's Compensation Committee. Units convert to common stock on the fifth anniversary of the date of grant of 3/18/2014. These shares do not expire.

(2) Each RSU is the economic equivalent of one share of Issuer's common stock. The reporting person has settled the RSUs for stock.

Performance-based RSU award under Amended 2015 Equity Incentive Plan. Performance certified achieved by Issuer's Compensation

(3) Committee on 3/20/2019. Units convert to common stock on the third anniversary of the date of grant 3/27/2018. These shares do not expire; however they will be forfeited if the service criteria is not met.

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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