

Vista Outdoor Inc.
Form 4/A
February 19, 2015

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 *
DEYOUNG MARK W

(Last) (First) (Middle)

938 UNIVERSITY PARK
BOULEVARD, SUITE 200

(Street)

CLEARFIELD, UT 84015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vista Outdoor Inc. [VSTO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
02/11/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (Instr. 4)
Common Stock <u>(1)</u>	02/09/2015		A ⁽²⁾	V	333,130 ⁽²⁾	A	\$ 0
Common Stock <u>(1)</u>					2,598	I	By 401(k) Plan

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

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(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 Number Shares
Employee Stock Option (right to buy) <u>(1)</u> <u>(3)</u>	\$ 15.2687	02/09/2015		A	117,830	<u>(4)</u> 03/06/2022	Common Stock 117,830
Employee Stock Option (right to buy) <u>(1)</u> <u>(3)</u>	\$ 17.683	02/09/2015		A	105,262	<u>(5)</u> 03/05/2023	Common Stock 105,262
Employee Stock Option (right to buy) <u>(1)</u> <u>(3)</u>	\$ 35.858	02/09/2015		A	44,234	<u>(6)</u> 03/11/2024	Common Stock 44,234
Phantom Stock Units <u>(7)</u>	\$ 0 <u>(8)</u>	02/06/2015		A	5,260	<u>(7)</u> <u>(7)</u>	Common Stock 5,260
Deferred Stock Units <u>(9)</u>	\$ 0 <u>(10)</u>	02/06/2015		A	20,336	<u>(9)</u> <u>(9)</u>	Common Stock 20,336

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEYOUNG MARK W 938 UNIVERSITY PARK BOULEVARD, SUITE 200 CLEARFIELD, UT 84015	X		Chairman, CEO & President	

Signatures

/s/Mark W.
DeYoung

02/19/2015

**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) This amendment to Form 4 is being filed to revise the number of securities beneficially owned by the Reporting Person following the Spin-Off (as defined below) reported in the original Form 4 filed on 02/11/2015 due to a recalculation of the relevant conversion rates in respect of performance stock units and employee stock options following completion of the Spin-Off (as defined below).

(2) The securities reported are the result of the conversion of restricted stock and performance share units originally granted by Alliant Techsystems Inc. ("ATK") to the Reporting Person into restricted stock and restricted stock units, respectively, of the Issuer in connection with the spin-off of the Issuer from ATK (the "Spin-Off"). Other than this conversion, these restricted stock units generally have the same terms and conditions, including vesting, as the original ATK performance share units had immediately prior to the Spin-Off. In addition, the securities reported include shares of the Issuer's common stock received by the Reporting Person in connection with the Spin-Off.

(3) The securities reported are the result of the conversion of employee stock options originally granted by ATK to the Reporting Person into employee stock options of the Issuer in connection with the Spin-Off.

(4) Options become exercisable in three equal annual installments beginning March 6, 2013.

(5) Options became exercisable in three equal annual installments beginning March 5, 2014.

(6) Options become exercisable in three equal annual installments beginning March 11, 2015.

(7) The securities reported are the result of the conversion of phantom stock units originally granted by ATK to the Reporting Person into phantom stock units of the Issuer in connection with the Spin-Off. Other than this conversion, these phantom stock units generally have the same terms and conditions as the original ATK phantom stock units had immediately prior to the Spin-Off. These securities were originally granted to the Reporting Person pursuant to the terms of ATK's Nonqualified Deferred Compensation Plan (NQDCP). The phantom stock units will be settled 100% in cash following the Reporting Person's termination of employment or such other date specified by the Reporting Person. NQDCP participants may reallocate amounts between this phantom stock unit investment alternative and other investment accounts during a 10-day window period each quarter.

(8) Converts to common stock value 1-for-1 but will be settled 100% in cash.

(9) The securities reported are the result of the conversion of deferred stock units originally granted by ATK to the Reporting Person into deferred stock units of the Issuer in connection with the Spin-Off. Other than this conversion, these deferred stock units have the same terms and conditions as the original ATK deferred stock units immediately prior to the Spin-Off. These securities were originally granted to the Reporting Person pursuant to the terms of ATK's NQDCP. The deferred stock units will be settled 100% in shares of the Issuer's common stock following the Reporting Person's termination of employment or such other date specified by the Reporting Person.

(10) Converts to common stock 1-for-1.

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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