

Cazenave Bruce M.
Form 4
December 18, 2017

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
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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)
12/14/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2017		M ⁽¹⁾	5,350 A	\$ 2.53 372,876	D	
Common Stock	12/14/2017		S ⁽²⁾	5,350 D	\$ 13.6416 367,526	D	
Common Stock	12/15/2017		M ⁽¹⁾	5,350 A	\$ 2.53 372,876	D	
Common Stock	12/15/2017		S ⁽²⁾	5,350 D	\$ 13.7701 376,526	D	
					8,935 ⁽⁵⁾	I	

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Common
Stock

By
Daughter
A

Common
Stock

8,935 ⁽⁵⁾ I

By
Daughter
B

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

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(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 (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
Stock Option (right to buy)	\$ 2.53	12/14/2017		M ⁽¹⁾	5,350	05/30/2012 05/30/2018	Common Stock	5,350
Stock Option (right to buy)	\$ 2.53	12/15/2017		M ⁽¹⁾	5,350	05/30/2012 05/30/2018	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

12/18/2017

__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) Exercise of options expiring May 30, 2018 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 in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.60 to \$13.8001, 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 purchased at each separate price.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.70 to \$13.85, 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 purchased at each separate price.
- (4) \$13.70 to \$13.85, 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 purchased 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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