

SHAH CAPITAL MANAGEMENT

Form 4

February 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAH CAPITAL MANAGEMENT

2. Issuer Name **and** Ticker or Trading
Symbol
Vitamin Shoppe, Inc. [VSI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8601 SIX FORKS ROAD, SUITE
630

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

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

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

RALEIGH, NC 27615

(City) (State) (Zip)

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	02/01/2018		P		114,200	A	\$ 4.11	314,200	I	See Footnote 1 <u>(1)</u>
COMMON STOCK	01/02/2018		P		17,122	A	\$ 4.15	3,147,122	I	See Footnote 2 <u>(2)</u>
COMMON STOCK	02/02/2018		P		352,878	A	\$ 4.07	3,500,000	I	See Footnote 3 <u>(3)</u>
COMMON STOCK	02/01/2018		P		5,800	A	\$ 4.11	34,800	D <u>(4)</u>	

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHAH CAPITAL MANAGEMENT 8601 SIX FORKS ROAD SUITE 630 RALEIGH, NC 27615	X

Signatures

Himanshu H. Shah 02/02/2018

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) Represents shares of common stock deemed to be owned beneficially by Shah Capital Management, Inc. (SCM) solely as a result of its discretionary power over such shares as investment adviser to its separately managed account clients
- (2) Represents shares of common stock owned by Shah Capital Opportunity Fund LP (the "Fund") which could be deemed to be owned beneficially by (1) SCM solely as a result of its discretionary power over such shares as investment adviser to the Fund, and (ii) Shah Capital LLC as general partner to the Fund.
- (3) Represents shares of common stock owned by Shah Capital Opportunity Fund LP (the "Fund") which could be deemed to be owned beneficially by (k) SCM solely as a result of its discretionary power over such shares as investment adviser to the Fund and (ii) Shah

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Capital LLC as general partner to the Fund.

- Represents shares held by Himanshu H. Shah directly. Mr. Shah is the President of SCM and the Managing Member of Shah Capital LLC and holds a controlling percentage of the outstanding voting securities of both entities. As a result of his position with and ownership of
- (4) these entities he could be deemed the beneficiary of the shares beneficially owned by Shah Capital LLC on behalf of the Fund and SCM for separately managed account clients and those held by the Fund. Mr. Shah disclaims beneficial ownership of shares beneficially owned by SCM, Shah Capital LLC and the Fund except to the extent of his pecuniary interest in such shares.

Remarks:

This filing is being made by SCM, Shah Capital LLC, the Fund and Mr. Shah.

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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