

Cazenave Bruce M.  
Form 4  
June 21, 2018

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Cazenave Bruce M.

2. Issuer Name and Ticker or Trading Symbol  
NAUTILUS, INC. [NLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
NAUTILUS, INC., 17750 SE 6TH WAY

3. Date of Earliest Transaction (Month/Day/Year)  
06/19/2018

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

Chief Executive Officer

(Street)

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

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

VANCOUVER, WA 98683

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 06/19/2018                           |  | M <sup>(1)</sup>               | A   | \$ 2.85 389,044   | D  |   |
| Common Stock                    | 06/19/2018                           |  | S <sup>(2)</sup>               | D   | \$ 16.2523 383,694  | D  |   |
| Common Stock                    | 06/20/2018                           |  | M <sup>(1)</sup>               | A   | \$ 2.85 389,044   | D  |   |
| Common Stock                    | 06/20/2018                           |  | S <sup>(2)</sup>               | D   | \$ 15.6923 383,694  | D  |   |
|                                 |                                      |  |                                |   | 8,935 <sup>(5)</sup>  | I  |   |

Edgar Filing: Cazenave Bruce M. - Form 4

|                 |  |  |  |  |                      |   |                     |
|-----------------|--|--|--|--|----------------------|---|---------------------|
| Common<br>Stock |  |  |  |  |                      |   | By<br>Daughter<br>A |
| Common<br>Stock |  |  |  |  | 8,935 <sup>(5)</sup> | I | By<br>Daughter<br>B |

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

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Stock<br>Option<br>(right to<br>buy)                | \$ 2.85  | 06/19/2018                              |   | M <sup>(1)</sup>                     | 5,350   | 02/16/2013 02/16/2019  | Common<br>Stock   | 5,350                                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 2.85  | 06/20/2018                              |   | M <sup>(1)</sup>                     | 5,350   | 02/16/2013 02/16/2019  | Common<br>Stock   | 5,350                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Cazenave Bruce M.<br>NAUTILUS, INC.<br>17750 SE 6TH WAY<br>VANCOUVER, WA 98683 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Wayne M. Bolio, Attorney-in-fact for Bruce M.  
Cazenave

06/21/2018

\_\_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) Exercise of options expiring February 16, 2019 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 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.15 to \$16.45, 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 sold at each separate price.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.50 to \$16.00, 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 sold at each separate price.
- (4) Consists of previously reported shares indirectly beneficially owned by the reporting person.
- (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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.