

NAUTILUS, INC.

Form 4

May 16, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Collins Jeffery Lynn

(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)
05/12/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Retail Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/12/2016		M	4,166 A	\$ 6.87 4,209 ⁽¹⁾	D	
Common Stock	05/12/2016		M	4,237 A	\$ 8.22 8,466	D	
Common Stock	05/12/2016		S	8,403 D	\$ 19.57 43 ⁽²⁾	D	
Common Stock	05/13/2016		A ⁽³⁾	69 A	\$ 16.69 112	D	

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

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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 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
Stock Option (right-to-buy)	\$ 6.87	05/12/2016		M		4,166		<u>(4)</u>	08/19/2020	Common Stock	8,332
Stock Option (right-to-buy)	\$ 8.22	05/12/2016		M		4,237		<u>(5)</u>	02/13/2021	Common Stock	8,474

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Collins Jeffery Lynn NAUTILUS, INC. 17750 SE 6TH WAY VANCOUVER, WA 98683	VP, Retail Sales

Signatures

/s/ Wayne M. Bolio, Attorney-in-fact for Jeffrey L. Collins

05/16/2016

__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) Includes 43 shares acquired pursuant to the issuer's Employee Stock Purchase Plan in a transaction that was exempt under Rule 16b-3.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.43 to \$19.76, inclusive. The reporting person undertakes to provide to Nautilus, Inc., any security holder 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 within the ranges set forth in this footnote to this Form 4.

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- (3) The shares were acquired pursuant to the issuer's Employee Stock Purchase Plan in a transaction that was exempt under Rule 16b-3.
- (4) Option becomes exercisable as to one-third of the shares on August 19, 2014, and as to an additional one-third of the total shares on August 19, 2015 and 2016, respectively.
- (5) Option becomes exercisable as to one-third of the total shares on February 13, 2015, and as to an additional one-third of the total shares on February 13, 2016 and 2017, respectively.

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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