

Cazenave Bruce M.
Form 4
June 21, 2018

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 *
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)
06/19/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/19/2018 | | M ⁽¹⁾ | 5,350 A \$ 2.85 | 389,044 | D | |
| Common Stock | 06/19/2018 | | S ⁽²⁾ | 5,350 D \$ 16.2523 | 383,694 | D | |
| Common Stock | 06/20/2018 | | M ⁽¹⁾ | 5,350 A \$ 2.85 | 389,044 | D | |
| Common Stock | 06/20/2018 | | S ⁽²⁾ | 5,350 D \$ 15.6923 | 383,694 | D | |
| | | | | | 8,935 | I | ⁽⁵⁾ |

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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.

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.

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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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Stock Option (right to buy) | \$ 2.85 | 06/19/2018 | | M ⁽¹⁾ | 5,350 | 02/16/2013 02/16/2019 | Common Stock | 5,350 |
| Stock Options (right to buy) | \$ 2.85 | 06/20/2018 | | M ⁽¹⁾ | 5,350 | 02/16/2013 02/16/2019 | 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

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.

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