

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2018

UNDER ARMOUR, INC.

Maryland

(State or other jurisdiction of
incorporation or organization)

001-33202

(Commission
File Number)

52-1990078

(I.R.S. Employer
Identification No.)

1020 Hull Street, Baltimore, Maryland

(Address of principal executive offices)

21230

(Zip Code)

Registrant's telephone number, including area code: (410) 454-6428

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 6, 2018, Under Armour, Inc. (the “Company” or “Under Armour”) issued a press release announcing the election of Mohamed A. El-Erian, age 59, as Director of the Company effective October 1, 2018. A copy of Under Armour’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Board of Directors appointed Dr. El-Erian as a member of the Audit Committee and the Finance and Capital Planning Committee effective January 1, 2019.

Pursuant to the Under Armour, Inc. 2017 Non-Employee Director Compensation Plan (“Director Compensation Plan”), as a new Director of the Company, Dr. El-Erian will receive an initial award of restricted stock units for shares of the Company’s Class C common stock valued at \$100,000 on the grant date and vesting in three equal annual installments. Pursuant to the Director Compensation Plan, non-employee directors receive an annual restricted stock unit award each year following the annual meeting of stockholders. The Board of Directors approved a pro-rated annual award to Dr. El-Erian, with the restricted stock unit award valued at \$87,500 on the grant date (pro-rated from \$150,000). The grant date for the initial and annual awards will be October 1, 2018. For a full description of the Company’s director compensation program, see the “Corporate Governance and Related Matters-Compensation of Directors” section of the Company’s Proxy Statement for the 2018 Annual Meeting of Stockholders.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit
<u>99.1</u>	Under Armour, Inc. press release dated August 6, 2018 announcing the election of Mohamed A. El-Erian as Director of the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNDER ARMOUR, INC.

Date: August 6, 2018

By: /s/ John P. Stanton
John P. Stanton
Executive Vice President, General Counsel & Secretary



UNDER ARMOUR APPOINTS MOHAMED EL-ERIAN TO ITS BOARD OF DIRECTORS

BALTIMORE, Aug. 6, 2018 – Under Armour, Inc. (NYSE: UA, UAA) today announced that Mohamed A. El-Erian has joined the company's Board of Directors, effective Oct. 1, 2018. Dr. El-Erian is the former CEO and co-chief investment officer of PIMCO, a role he held from 2007 to 2014, and currently serves as the chief economic advisor at Allianz, the corporate parent of PIMCO.

"We're excited to welcome Mohamed to our board," said Kevin Plank, Under Armour's chairman and CEO. "Mohamed's renowned international, macroeconomic and financial expertise are welcomed strengths as we lean even more deeply into our transformation, driving greater operational excellence, financial discipline and shareholder returns as we continue to drive our brand forward around the world."

In addition to his current and former roles at Allianz and PIMCO, Dr. El-Erian is a columnist for Bloomberg and a contributing editor at the Financial Times. He first joined PIMCO in 1999 as a senior member of the portfolio management and investment strategy group. In 2006, he became president and CEO of Harvard Management Company, the entity responsible for managing the university's endowment, before returning to PIMCO in 2007 to serve as co-CEO and co-CIO. From 2012 to 2017, he was chair of the U.S. President's Global Economic Development Council. Previously, he was a managing director at Salomon Smith Barney/Citigroup in London and worked at the International Monetary Fund for 15 years, rising to the position of Deputy Director. He is currently Vice Chairman of the Board of the Carnegie Endowment for International Peace, a board member of the National Bureau of Economic Research serving on its Executive Committee, and chairs the Microsoft Investment Advisory Committee. Dr. El-Erian received a B.A. and an M.A. from Cambridge University, and an M.Phil and doctorate from Oxford University.

"For more than a decade now, I've followed and admired Under Armour as it has grown to become one of the world's largest athletic performance brands," said Dr. El-Erian. "I'm honored to join the board of directors and to work with a management team that's committed to creating long-term growth and returns for shareholders."

About Under Armour, Inc.

Under Armour, Inc., headquartered in Baltimore, Maryland is a leading inventor, marketer and distributor of branded performance athletic apparel, footwear and accessories. Designed to make all athletes better, the brand's innovative products are sold worldwide to consumers with active lifestyles. The company's Connected Fitness™



platform powers the world's largest digitally connected health and fitness community. For further information, please visit www.uabiz.com.

#

Under Armour Contacts:

Kelley McCormick
SVP, Corporate Communications

Lance Allega
VP, Investor Relations