

MAK CAPITAL ONE LLC

Form 4

March 05, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAK CAPITAL ONE LLC

(Last) (First) (Middle)

590 MADISON AVENUE, SUITE  
2401,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Skyline Champion Corp [SKY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2019

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

See Remark 6.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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                    | 03/05/2019                           |                                                    | S                              |                                                                   | 1,095,000                                                                                     | D                                                        | \$ 20.212 (1)                                         | 2,949,024 | I | See Footnotes (2) (4) (5) |
| Common Stock                    | 03/05/2019                           |                                                    | S                              |                                                                   | 405,000                                                                                       | D                                                        | \$ 20.212 (1)                                         | 1,090,735 | I | See Footnotes (3) (4) (5) |

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

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SEC 1474  
(9-02)

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**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<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |         |               |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|---------------|
|                                                                                                           | Director      | 10% Owner | Officer | Other         |
| MAK CAPITAL ONE LLC<br>590 MADISON AVENUE, SUITE 2401<br>NEW YORK, NY 10022                               |               |           |         | See Remark 6. |
| MAK Champion Investment LLC<br>590 MADISON AVENUE, SUITE 2401<br>NEW YORK, NY 10022                       |               |           |         | See Remark 6. |
| MAK Capital Fund LP<br>C/O WAKEFIELD QUIN<br>VICTORIA PLACE, 31 VICTORIA STREET<br>HAMILTON, D0 HM10      |               |           |         | See Remark 6. |
| MAK-ro Capital Master Fund LP<br>C/O HMS CAYMAN LTD.<br>GRAND PAVILION, WEST BAY ROAD<br>GRAND CAYMAN, E9 |               |           |         | See Remark 6. |
| Kaufman Michael A<br>C/O MAK CAPITAL ONE LLC<br>590 MADISON AVENUE, SUITE 2401<br>NEW YORK, NY 10022      |               |           | X       |               |
| Smith David Nicholas<br>C/O MAK CAPITAL ONE LLC<br>590 MADISON AVENUE, SUITE 2401<br>NEW YORK, NY 10022   |               |           | X       |               |

## Signatures

/s/ Michael A. Kaufman, individually, and as Managing Member of MAK Capital One LLC, and Authorized Signatory of MAK Champion Investment LLC, MAK Capital Fund LP and MAK-ro Capital Master Fund LP

03/05/2019

\_\_Signature of Reporting Person

Date

/s/ David N. Smith

03/05/2019

\_\_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) This amount represents the \$20.46 public offering price per share of Common Stock of Skyline Champion Corporation ("Common Stock"), less the underwriting discount of \$0.248 per share of Common Stock.
- (2) These shares of Common Stock are held by MAK Champion Investment LLC ("MAK Champion") which is owned by MAK Capital Fund LP ("MAK Fund").
- (3) These shares of Common Stock are held by MAK-ro Capital Master Fund LP (the "MAK-ro Fund").
- (4) MAK Capital One LLC ("MAK Capital One") acts as the investment manager of MAK Fund and the MAK-ro Fund. Michael A. Kaufman is the managing member of MAK Capital One and the controlling person of MAK Champion, MAK Fund and the MAK-ro Fund.
- (5) MAK Capital One, Michael A. Kaufman and David N. Smith may be deemed to indirectly beneficially own the shares of common stock held by MAK Champion and the MAK-ro Fund, however each of MAK Capital One, Mr. Kaufman and Mr. Smith disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

### Remarks:

6. Each of MAK Champion Investment LLC, MAK Capital Fund LP and MAK-ro Capital Master Fund L.P. may deemed to h

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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