

NAUTILUS, INC.

Form 4/A

June 02, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 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)

04/30/2014

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

05/01/2014

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/30/2014		M	(A) or (D) Amount (1) (2) 6,175 A \$ 0	252,492 (1)	D	
Common Stock	04/30/2014		F	(3) 1,688 D \$ 8.33	250,804 (1)	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)

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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 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. Price or Number of Shares
Restricted Stock Units	\$ 0	04/30/2014		M	6,175 (1)	(2) (2)	Common Stock	86,462 (1)

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 Cazenave

06/02/2015

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).

This amendment is being filed to correct an error in reporting the number of shares vesting on April 30, 2014. See footnote (2). As originally filed, the Form 4 over-reported the number of shares vesting on such date by one share. The total amounts of derivative and non-derivative securities beneficially owned following the transaction have also been amended to reflect the correction.

(2) Represents the settlement upon vesting of restricted stock units by delivery of common stock. On May 30, 2011, the reporting owner was granted 296,443 restricted stock units, of which 25% of the shares vested on May 30, 2012. The remaining unvested restricted stock units vest in equal monthly installments over the remaining three years. The reported shares represent the settlement of restricted stock units vesting on April 30, 2014.

(3) Represents shares withheld to satisfy the tax liability incident to the vesting of a security issued in accordance with Rule 16b-3.

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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