

Under Armour, Inc.
Form 8-K
February 21, 2006

**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): **February 14, 2006**

UNDER ARMOUR, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

000-51626
(Commission File
Number)

52-1990078
(I.R.S. Employer
Identification No.)

1020 Hull Street, 3rd Floor, 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)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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INFORMATION TO BE INCLUDED IN THE REPORT

Section 3 Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities.

From November 18, 2005 through February 14, 2006, Under Armour, Inc. (the Company) issued an aggregate of 472,584 shares of Class A common stock upon the exercise of previously granted employee stock options to employees at weighted average exercise prices ranging from \$0.17 to \$2.11 per share, for an aggregate amount of consideration of \$405,478. The following issuances of Class A common stock were made on the date indicated at exercise prices totaling the aggregate amount of consideration set forth in the following table:

| Date | Number of Shares Issued | Aggregate Amount of Exercise Price | |
|-------------------|--------------------------------|---|----------------|
| November 18, 2005 | 25,000 | \$ | 18,750 |
| January 24, 2006 | 12,334 | \$ | 9,250.50 |
| January 24, 2006 | 26,500 | \$ | 55,915 |
| January 31, 2006 | 168,750 | \$ | 126,562.50 |
| February 7, 2006 | 30,000 | \$ | 63,300 |
| February 14, 2006 | 60,000 | \$ | 106,200 |
| February 14, 2006 | 150,000 | \$ | 25,500 |
| Total | 472,584 | \$ | 405,478 |

The issuances of securities described above were made in reliance upon Section 4(2) under the Securities Act in that any issuance did not involve a public offering or under Rule 701 promulgated under the Securities Act, in that they were offered and sold either pursuant to written compensatory plans or pursuant to a written contract relating to compensation, as provided by Rule 701.

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: February 21, 2006

By: /s/ WAYNE A. MARINO
Wayne A. Marino
Senior Vice President and Chief Financial Officer.