

Under Armour, Inc.  
Form 8-K  
October 16, 2014

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): October 16, 2014

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UNDER ARMOUR, INC.

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| Maryland<br>(State or other jurisdiction of<br>incorporation or organization) | 001-33202<br>(Commission<br>File Number) | 52-1990078<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|   |                     |
|---|---------------------|
| 1020 Hull Street, Baltimore, Maryland<br>(Address of principal executive offices)   | 21230<br>(Zip Code) |
| Registrant's telephone number, including area code: (410) 454-6428<br>(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:

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

On October 16, 2014, Under Armour, Inc. (the “Company” or “Under Armour”) issued a press release announcing the election of Karen W. Katz, age 57, as Director of the Company effective immediately. 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 Ms. Katz as a member of the Corporate Governance Committee effective December 1, 2014.

Pursuant to the Under Armour, Inc. 2013 Non-Employee Director Compensation Plan (“Director Compensation Plan”), as a new Director of the Company, Ms. Katz will receive an initial award of restricted stock units 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 Ms. Katz, with the restricted stock unit award valued at \$43,750 on the grant date (pro-rated from \$75,000). The grant date for the initial and annual awards will be October 16, 2014. 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 2014 Annual Meeting of Stockholders.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1: Under Armour, Inc. press release dated October 16, 2014 announcing the election of Karen W. Katz as Director of the Company.

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**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: October 16, 2014

By: /s/ JOHN STANTON  
John Stanton  
Senior Vice President, General Counsel and Secretary