

Vista Outdoor Inc.
Form 4/A
February 19, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nolan Stephen M

(Last) (First) (Middle)
938 UNIVERSITY PARK BLVD,
SUITE 200
(Street)

CLEARFIELD, UT 84015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vista Outdoor Inc. [VSTO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
02/11/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP and CFO

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock ⁽¹⁾ | 02/09/2015 | | A ⁽²⁾ | V Amount (D) Price 17,004 <u>(2)</u> A \$ 0 | 17,004 ⁽²⁾ | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|-----------|------------|--|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) <u>(1)</u> <u>(3)</u> | \$ 25.031 | 02/09/2015 | | A | | 2,608 | | <u>(4)</u> | 07/31/2023 | Common Stock | 2,608 |
| Employee Stock Option (right to buy) <u>(1)</u> <u>(3)</u> | \$ 35.858 | 02/09/2015 | | A | | 4,202 | | <u>(5)</u> | 03/11/2024 | Common Stock | 4,202 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nolan Stephen M 938 UNIVERSITY PARK BLVD, SUITE 200 CLEARFIELD, UT 84015 | | | Sr VP and CFO | |

Signatures

/s/Stephen M. Nolan
02/19/2015

**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 to Form 4 is being filed to revise the number of securities beneficially owned by the Reporting Person following the
- (1) Spin-Off (as defined below) reported in the original Form 4 filed on 02/11/2015 due to a recalculation of the relevant conversion rates in respect of performance stock units and employee stock options following completion of the Spin-Off (as defined below).
- The securities reported are the result of the conversion of restricted stock and performance share units originally granted by Alliant Techsystems Inc. ("ATK") to the Reporting Person into restricted stock and restricted stock units, respectively, of the Issuer in connection
- (2) with the spin-off of the Issuer from ATK (the "Spin-Off"). Other than this conversion, these restricted stock units generally have the same terms and conditions, including vesting, as the original ATK performance share units had immediately prior to the Spin-Off. In addition, the securities reported include shares of the Issuer's common stock received by the Reporting Person in connection with the Spin-Off.

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- (3) The securities reported are the result of the conversion of employee stock options originally granted by ATK to the Reporting Person into employee stock options of the Issuer in connection with the Spin-Off.
- (4) Options became exercisable in three equal annual installments beginning July 31, 2014.
- (5) Options become exercisable in three equal annual installments beginning March 11, 2015.

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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