

Wilson Dennis J.
Form 4
January 11, 2019

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 *
Wilson Dennis J.

2. Issuer Name and Ticker or Trading Symbol
lululemon athletica inc. [LULU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
21 WATER STREET, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2019

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

VANCOUVER, A1 V6B 1A1

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 3,852 | D | |
| Common Stock | 01/09/2019 | | S | 292,107 D | \$ 135.99 7,286,751 | I | By LIPO Investments (USA) Inc. |
| Common Stock | 01/09/2019 | | S | 552,555 D | \$ 136.81 6,734,196 | I | By LIPO Investments (USA) Inc. |
| Common Stock | 01/09/2019 | | S | 2,338 D | \$ 137.5 6,731,858 | I | By LIPO Investments (USA) Inc. |

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| | | | | | | | | | |
|--------------|------------|---|---------|---|-----------|--------|-----------|---|--------------------------------|
| Common Stock | 01/10/2019 | S | 198,974 | D | \$ (3) | 130.76 | 6,532,884 | I | By LIPO Investments (USA) Inc. |
| Common Stock | 01/10/2019 | S | 769,194 | D | \$ (4) | 131.38 | 5,763,690 | I | By LIPO Investments (USA) Inc. |
| Common Stock | 01/10/2019 | S | 31,832 | D | \$ (5) | 132.13 | 5,731,858 | I | By LIPO Investments (USA) Inc. |
| Common Stock | 01/11/2019 | S | 245,093 | D | \$ (6) | 131.25 | 5,486,765 | I | By LIPO Investments (USA) Inc. |
| Common Stock | 01/11/2019 | S | 372,412 | D | \$ (7) | 132.24 | 5,114,353 | I | By LIPO Investments (USA) Inc. |
| Common Stock | 01/11/2019 | S | 88,492 | D | \$ (8) | 132.76 | 5,025,861 | I | By LIPO Investments (USA) Inc. |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Exchangeable Shares of Lulu Canadian Holding, Inc. | \$ 0 | | | | | (9) | (10) | Common Stock | 9,415,677 |
| Exchangeable Shares of Lulu Canadian | \$ 0 | | | | | (9) | (10) | Common Stock | 268,984 |

Holding, Inc.

Exchangeable
Shares of Lulu
Canadian
Holding, Inc.

\$ 0

(9)(10)Common
Stock

91,760

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Dennis J. 21 WATER STREET, SUITE 600 VANCOUVER, A1 V6B 1A1 | | | X | |

Signatures

/s/ Dennis J.
Wilson

01/11/2019

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.50 to \$136.49, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.50 to \$137.40, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.99, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.00 to \$131.97, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.00 to \$132.40, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.69 to \$131.68, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.70 to \$132.69, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares

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sold at each separate price within the ranges set forth in footnote (7) to this Form 4.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.70 to \$132.91, inclusive. The reporting person undertakes to provide to lululemon athletica inc., any security holder of lululemon athletica inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (8) to this Form 4.
- (9) Immediately exchangeable for shares of lululemon common stock on a 1-to-1 ratio.
- (10) No expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.