

MAK CAPITAL ONE LLC
 Form 4
 September 25, 2018

FORM 4

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

OMB APPROVAL

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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 *
 MAK CAPITAL ONE LLC

2. Issuer Name and Ticker or Trading Symbol
 Skyline Champion Corp [SKY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 590 MADISON AVENUE, SUITE 2401,

3. Date of Earliest Transaction (Month/Day/Year)
 09/25/2018

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

(Street)

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

NEW YORK, NY 10022

(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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/25/2018 | | S | | 2,712,722 <u>(1)</u> | D | \$ 27.9338 <u>(2)</u> | 4,883,524 | I | See Footnotes (3) (5) (6) |
| Common Stock | 09/25/2018 | | S | | 1,003,336 <u>(1)</u> | D | \$ 27.9338 <u>(2)</u> | 1,806,235 | I | See Footnotes (4) (5) (6) |

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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| MAK CAPITAL ONE LLC 590 MADISON AVENUE, SUITE 2401 NEW YORK, NY 10022 | | X | | |
| MAK Champion Investment LLC 590 MADISON AVENUE, SUITE 2401 NEW YORK, NY 10022 | | | | See Remark(7) |
| MAK Capital Fund LP C/O WAKEFIELD QUIN VICTORIA PLACE, 31 VICTORIA STREET HAMILTON, D0 HM10 | | | | See Remark(7) |
| MAK-ro Capital Master Fund LP C/O HMS CAYMAN LTD. GRAND PAVILION, WEST BAY ROAD GRAND CAYMAN, E9 | | | | See Remark(7) |
| Kaufman Michael A 590 MADISON AVENUE, SUITE 2401 NEW YORK, NY 10022 | X | | X | |
| Smith David Nicholas 590 MADISON AVENUE, SUITE 2401 NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Michael A. Kaufman, individually, and as Managing Member of MAK Capital One LLC, and Authorized Signatory of MAK Champion Investment LLC, MAK Capital Fund LP and MAK-ro Capital Master Fund LP

09/25/2018

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__Signature of Reporting Person

Date

/s/ David N. Smith

09/25/2018

__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) An aggregate of 484,703 of these shares were sold as a result of the underwriters exercising their 30-day option to purchase additional shares of Common Stock in the underwritten public offering.
- (2) This amount represents the \$29.25 public offering price per share of Common Stock of Skyline Champion Corporation ("Common Stock"), less the underwriting discount of \$1.31625 per share of Common Stock.
- (3) These shares of Common Stock are held by MAK Champion Investment LLC ("MAK Champion") which is owned by MAK Capital Fund LP ("MAK Fund").
- (4) These shares of Common Stock are held by MAK-ro Capital Master Fund LP (the "MAK-ro Fund").
MAK Capital One LLC ("MAK Capital One") acts as the investment manager of MAK Fund and the MAK-ro Fund. Michael A. Kaufman is the managing member of MAK Capital One and the controlling person of MAK Champion, MAK Fund and the MAK-ro Fund.
- (5) MAK Capital One, Michael A. Kaufman and David N. Smith may be deemed to indirectly beneficially own the shares of common stock held by MAK Champion and the MAK-ro Fund, however each of MAK Capital One, Mr. Kaufman and Mr. Smith disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.
- (6)

Remarks:

(7) Each of MAK Champion, MAK Fund and MAK-ro Fund may be deemed to be a member of a "group" (within the meaning

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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