

BAIN CAPITAL CREDIT MEMBER, LLC
 Form 4
 March 05, 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 *
BAIN CAPITAL CREDIT MEMBER, LLC

(Last) (First) (Middle)

C/O BAIN CAPITAL CREDIT, LP, 200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 See Footnote (6)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|
| | | | | Code V | Amount | (A) or (D) | Price | |
| Common Stock | 03/05/2019 | | S | | 3,486,766 | D | \$ 20.212 0 <u>(1)</u> | See footnotes (2) (4) (6) |
| Common Stock | 03/05/2019 | | S | | 1,300,365 | D | \$ 20.212 0 <u>(1)</u> | See footnotes (3) (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 |
| BAIN CAPITAL CREDIT MEMBER, LLC C/O BAIN CAPITAL CREDIT, LP 200 CLARENDON STREET BOSTON, MA 02116 | | | | See Footnote (6) |
| Sankaty Champion Holdings, LLC C/O BAIN CAPITAL CREDIT, LP 200 CLARENDON STREET BOSTON, MA 02116 | | | | See footnote (6) |
| SANKATY CREDIT OPPORTUNITIES IV LP C/O BAIN CAPITAL CREDIT, LP 200 CLARENDON STREET BOSTON, MA 02116 | | | | See footnote (6) |
| Sankaty Credit Opportunities Investors IV, LLC C/O BAIN CAPITAL CREDIT, LP 200 CLARENDON STREET BOSTON, MA 02116 | | | | See footnote (6) |

Signatures

Bain Capital Credit Member, LLC, by /s/ Andrew S. Viens, Executive Vice President 03/05/2019
__Signature of Reporting Person Date

Sankaty Champion Holdings, LLC, by Bain Capital Credit Member, LLC, its manager, by /s/ Andrew S. Viens, Executive Vice President 03/05/2019
__Signature of Reporting Person Date

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Sankaty Credit Opportunities Investors IV, LLC, by Bain Capital Credit Member, LLC, its managing member, by /s/ Andrew S. Viens, Executive Vice President

03/05/2019

__Signature of Reporting Person

Date

Sankaty Credit Opportunities IV, L.P., by Sankaty Credit Opportunities Investors IV, LLC, its general partner, by Bain Capital Credit Member, LLC, its managing member, by /s/ Andrew S. Viens, Executive Vice President

03/05/2019

__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) This amount represents the \$20.46 public offering price per share of common stock of Skyline Champion Corporation ("Common Stock"), less the underwriting discount of \$0.248 per share of Common Stock.

(2) Sankaty Champion Holdings, LLC ("SCH") was the record owner of these shares of Common Stock.

(3) Sankaty Credit Opportunities IV, L.P. ("SCO IV") was the record owner of these shares of Common Stock.

(4) Bain Capital Credit Member, LLC ("BCCM") is the manager of SCH and, by virtue of its relationship to SCH, may be deemed to have indirectly beneficially owned (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Act")) the shares of Common Stock of which SCH was the record owner. BCCM disclaims beneficial ownership of the shares of Common Stock of which SCH was the record owner, except to the extent of its pecuniary interest therein.

(5) Sankaty Credit Opportunities Investors IV, LLC ("SCOI IV") is the sole general partner of SCO IV and may be deemed to have indirectly beneficially owned (within the meaning of Rule 13d-3 under the Act) the shares of Common Stock of which SCO IV was the record owner. BCCM is the managing member of SCOI IV and may be deemed to have indirectly beneficially owned (within the meaning of Rule 13d-3 under the Act) the shares of Common Stock which SCOI IV may be deemed to have indirectly beneficially owned. Each of BCCM and SCOI IV disclaims beneficial ownership of the shares of which SCO IV was the record owner, except to the extent of their respective pecuniary interest therein.

(6) Each of BCCM, SCH, SCO IV and SCOI IV may be deemed to have been a member of a "group" (within the meaning of Rule 13d-5 under the Act) whose members in the aggregate beneficially owned more than 10% of the outstanding shares of the Issuer's Common Stock. However, none of BCCM, SCH, SCO IV or SCOI IV today beneficially own any shares of Skyline Champion Corporation's Common Stock, and each of BCCM, SCH, SCO IV and SCOI IV disclaim membership in any such group.

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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