

BUCKLE INC  
Form 4  
December 19, 2014

**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 \*  
SHADA JAMES E

(Last) (First) (Middle)  
2407 W 24TH STREET  
(Street)

KEARNEY, NE 68845

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BUCKLE INC [BKE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2014

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)  Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					3,374	D	
Common Stock	12/18/2014		S	5,000 D	\$ 97,555	I	By Trust

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.**

SEC 1474 (9-02)

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



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\$25.9674

\$25.9722

3.6529

No

3.9033

\$1.075

4

9/7/2016

\$88.0027

\$88.2528

\$25.1747

\$25.7227

3.6892

No

3.9033

\$1.075

5

9/8/2016

\$87.8136

\$88.0760

\$24.8738

\$25.3386

3.7376

No

3.9033

\$1.075

6

9/9/2016

\$86.5835

\$87.4666

\$24.3429

\$24.7971

3.7928

No

3.9033

\$1.075

7

9/12/2016

\$87.7531

\$87.3834

\$24.5658

\$24.5942

3.8204

No

3.9033

\$1.075

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8

9/13/2016

\$87.2857

\$87.2074

\$24.1643

\$24.3577

3.8498

No

3.9033

\$1.075

9

9/14/2016

\$87.1563

\$87.3984

\$24.1260

\$24.2854

3.8697

No

3.9033

\$1.075

10

9/15/2016

\$87.8149

\$87.4190

\$24.2742

\$24.1882

3.8861

No

3.9033

\$1.075

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11

9/16/2016

\$87.7623

\$87.5778

\$24.4112

\$24.2705

3.8800

No

3.9033

\$1.075

12

9/19/2016

\$88.4919

\$88.0230

\$24.2224

\$24.3026

3.8946

No

3.9033

\$1.075

13

9/20/2016

\$

14

9/21/2016

\$

15

9/22/2016

\$

16

## Edgar Filing: BUCKLE INC - Form 4

9/23/2016

\$

17

9/26/2016

\$

18

9/27/2016

\$

19

9/28/2016

\$

20

9/29/2016

\$

\*No indicative calculated per-share values or indicative exchange ratios are provided for the first two days of the exchange offer period as such values require daily VWAP data for three trading days.

Source: Bloomberg Finance L.P.

Bloomberg Screen Images of P&G and Coty VWAPs

The screen images below depict the daily VWAP (as described in the Prospectus under "Questions and Answers About the Exchange Offer and the Transactions") on the New York Stock Exchange, as published by Bloomberg Finance L.P. on Bloomberg pages "PG UN<Equity>VAP" with respect to shares of P&G common stock and "COTY UN<Equity>VAP" with respect to shares of Coty Class A common stock.

[GRAPHIC APPEARS HERE]



[GRAPHIC APPEARS HERE]

Used with permission of Bloomberg Finance L.P.

[GRAPHIC APPEARS HERE] Prospectus

Letter of Transmittal

Notice of Withdrawal

Instruction Booklet to Letter of Transmittal

Press Release Offer Launch

Notice of Guaranteed Delivery

The information agent for the exchange offer is:

[GRAPHIC APPEARS HERE]

48 Wall Street

New York, NY 10005

Banks and Brokers Call Collect: (212) 269-5550 All Others Call Toll Free: (877) 297-1747

Forward-Looking Statements

Statements on this page that are not strictly historical, including statements regarding the anticipated timing and terms of the transactions and any other statements regarding events or developments that P&G believes or anticipates will or may occur in the future, are forward-looking statements within the meaning of the federal securities laws. There are a number of important risks and uncertainties that could cause actual results, developments and business decisions to differ materially from those suggested or indicated by such forward-looking statements and you should not place undue reliance on any such forward-looking statements. These risks and uncertainties include, among other things, the ability of P&G and Coty to satisfy the conditions to the transactions on a timely basis, the parties ability to complete the transactions on the anticipated terms and schedule, including the anticipated tax treatment for the transactions, the risk that the transactions will harm Coty's business, and the risk of deterioration of or instability in the business performance of the transferred business or Coty, of their respective served markets or in the general economy. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in the Prospectus. These forward-looking statements speak only as of the date of this release and P&G assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise.

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Additional Information

Galleria Co. and Coty have filed registration statements with the U.S. Securities and Exchange Commission ( SEC ) registering the shares of Galleria Co. common stock and shares of Coty class A common stock to be issued to P&G shareholders in connection with the P&G Beauty Brands transaction. Coty has also filed a definitive information statement on Schedule 14C with the SEC that has been sent to the shareholders of Coty. In connection with the exchange offer for the shares of P&G common stock, P&G filed on September 1, 2016 a tender offer statement on Schedule TO with the SEC. P&G shareholders are urged to read the prospectus included in the registration statements, the tender offer statement and any other relevant documents because they contain important information about Galleria Co., Coty and the proposed transaction. The prospectus, information statement, tender offer statement and other documents relating to the proposed transaction can be obtained free of charge from the SEC 's website at [www.sec.gov](http://www.sec.gov). The documents can also be obtained free of charge from P&G upon written request to The Procter & Gamble Company, c/o D.F. King & Co., Inc., 48 Wall Street, New York, NY 10005 or by calling (212) 269-5550 (for banks and brokers) and (877) 297-1747 (for all other callers) or from Coty upon written request to Coty Inc., Investor Relations, 350 Fifth Avenue, New York, New York 10118 or by calling (212) 389-7300.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.