

Sanford Karen  
Form 4  
July 31, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sanford Karen

2. Issuer Name **and** Ticker or Trading  
Symbol  
Intrawest Resorts Holdings, Inc.  
[SNOW]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O INTRAWEST RESORTS  
HOLDINGS, INC., 1621 18TH ST  
STE 300

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/31/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Chief GC & Corp Sec

DENVER, CO 80202

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

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

(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 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	07/31/2017		D <sup>(1)</sup>		11,769	D	\$ 23.75 <sup>(1)</sup>

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)

# Edgar Filing: Sanford Karen - Form 4

**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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	07/31/2017		D(1)	8,624	(3) (3)	Common Stock	\$ 2 (9)

## Reporting Owners

Reporting Owner Name / Address	Relationships
Sanford Karen C/O INTRAWEST RESORTS HOLDINGS, INC. 1621 18TH ST STE 300 DENVER, CO 80202	Director 10% Owner Officer SVP, Chief GC & Corp Sec

## Signatures

/s/ Karen Sanford 07/31/2017

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) On April 7, 2017, Intrawest Resorts Holdings, Inc. ("IRHI") entered into an Agreement and Plan of Merger with Hawk Holding Company, LLC, Hawk Holding Company, Inc., and Hawk Merger Sub, Inc., pursuant to which Hawk Merger Sub, Inc. would be merged with and into IRHI, with IRHI continuing as the Surviving Company (the "Merger"). Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, each share of IRHI common stock issued and outstanding was converted into the right to receive \$23.75 in cash and each restricted stock unit ("RSU") was terminated and canceled in exchange for the right to receive a single lump sum cash payment equal to \$23.75 per RSU.
- (2) At grant, each RSU represented the right to receive either one share of IRHI common stock ("Common Stock") or an amount of cash equal to the fair market value of one share of Common Stock.
- (3) On June 30, 2015, the reporting person was granted 25,818 RSUs, 33.3% of which vested on each of the first and second anniversaries of the date of grant. Pursuant to the Merger Agreement, upon closing of the Merger on July 31, 2017, all of the reporting person's unvested RSUs vested in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Sanford Karen - Form 4

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.