NAUTILUS, INC. Form 4/A June 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cazenave Bruce M. Issuer Symbol NAUTILUS, INC. [NLS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title NAUTILUS, INC., 17750 SE 6TH 07/31/2013 below) WAY Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 08/01/2013

VANCOUVER, WA 98683

(State)

(Zin)

(City)

(City)	(State) (2	Table	le 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 4)	(Instr. 4)	
Common Stock	07/31/2013		M	6,175 (1) (2)	A	\$0	197,436 <u>(1)</u>	D		
Common Stock	07/31/2013		F	1,689 (3)	D	\$ 8.78	195,747 (1)	D		

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

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		88 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Units	\$ 0	07/31/2013		M	6,175 (1)	(2)	(2)	Common Stock	142,045 (1)		

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cazenave Bruce M. NAUTILUS, INC.

17750 SE 6TH WAY

X Chief Executive Officer

VANCOUVER, WA 98683

Signatures

/s/ Wayne M. Bolio, Attorney-in-fact for Bruce Cazenave 06/02/2015

**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).
- This amendment is being filed to correct an error in reporting the number of shares vesting on July 31, 2013. See footnote (2). As (1) originally filed, the Form 4 over-reported the number of shares vesting on such date by one share. The total amounts of derivative and non-derivative securities beneficially owned following the transaction have also been amended to reflect the correction.
- Represents the settlement upon vesting of restricted stock units by delivery of common stock. On May 30, 2011, the reporting owner was granted 296,443 restricted stock units, of which 25% of the shares vested on May 30, 2012. The remaining unvested restricted stock units vest in equal monthly installments over the remaining three years. The reported shares represent the settlement of restricted stock units vesting on July 31, 2013.
- (3) Payment of tax liability by withholding securities incident to the vesting of a security issued in accordance with Rule 16b-3.

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.

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