

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 3
 December 11, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ^ Coliseum Capital Management, LLC (Last) (First) (Middle) METRO CENTER, ^ 1 STATION PLACE, 7TH FLOOR SOUTH (Street) STAMFORD, ^ CT ^ 06902 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/09/2015	3. Issuer Name and Ticker or Trading Symbol UNIVERSAL TECHNICAL INSTITUTE INC [UTI]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,381,916	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	2,400 <u>(3)</u>	D	^
Common Stock	39,075	I	See footnote <u>(4)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	^	^ X	^	^
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^	^ X	^	^
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^	^ X	^	^
COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^	^ X	^	^
Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^	^ X	^	^
Gray Adam METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	^	^ X	^	^

Signatures

Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact		12/11/2015
	**Signature of Reporting Person	Date
Christopher Shackelton, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact		12/11/2015
	**Signature of Reporting Person	Date
Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact		12/11/2015

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<u>Signature of Reporting Person</u>	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	12/11/2015
<u>Signature of Reporting Person</u>	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	12/11/2015
<u>Signature of Reporting Person</u>	Date
Adam Gray, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact	12/11/2015
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These securities are directly held as follows: (a) 1,441,444 shares by Coliseum Capital Partners, L.P., an investment limited partnership ("CCP"), of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum

- (1) Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) 373,653 shares by Coliseum Capital Partners II, L.P., an investment limited partnership ("CCP2"), of which CC is general partner and for which CCM serves as investment adviser, and (c) 566,819 shares by a separate account investment advisory client of CCM (the "Separate Account").

Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and

- (2) CC. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.
- (3) These securities are beneficially owned solely by Shackelton.

These securities are beneficially owned solely by Shackelton and consist of (a) 28,875 shares held by Shackelton's spouse and (b) 10,200

- (4) shares held by trusts for the benefit of Shackelton's descendants. Shackelton disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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Remarks:

ExhibitÂ List

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

ExhibitÂ 24.2Â -Â PowerÂ ofÂ Attorney

ExhibitÂ 24.3Â -Â PowerÂ ofÂ Attorney

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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