

BURGOYNE CELESTE  
Form 4  
April 03, 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 \*  
**BURGOYNE CELESTE**

(Last) (First) (Middle)

**C/O LULULEMON ATHLETICA INC., 1818 CORNWALL AVE**

(Street)

**VANCOUVER, A1 V6J 1C7**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**lululemon athletica inc. [LULU]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/01/2019**

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) \_\_\_\_\_ Other (specify below)  
**EVP Americas**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 04/01/2019                           |  | M                              | 3,994 A \$ 0  | 13,225  | D  |   |
| Common Stock <sup>(1)</sup>     | 04/01/2019                           |  | F                              | 1,990 D \$ 165.25   | 11,235  | D  |   |
| Common Stock <sup>(2)</sup>     | 04/01/2019                           |  | F                              | 542 D \$ 165.52   | 10,693  | D  |   |

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

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number.

**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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Performance Share Units                    | (3)  | 04/01/2019                           |  | M                              | 3,813  | (3) 04/01/2019   | Common Stock  | 3,813                      |
| Performance Share Units                    | (4)  | 04/01/2019                           |  | M                              | 181  | (4) 04/01/2019   | Common Stock  | 181                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |              |       |
|--|---------------|-----------|--------------|-------|
|  | Director      | 10% Owner | Officer      | Other |
| BURGOYNE CELESTE<br>C/O LULULEMON ATHLETICA INC.<br>1818 CORNWALL AVE<br>VANCOUVER, A1 V6J 1C7 |               |           | EVP Americas |       |

## Signatures

/s/ Celeste Burgoyne by Erin Nicholas,  
Attorney-in-Fact

04/03/2019

\_\_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) Represents shares withheld for tax obligations in connection with settlement of performance share units.

(2) Represents shares withheld for tax obligations in connection with vesting of restricted stock units.

(3) Each performance share unit represents a contingent right to receive one share of the issuer's common stock. The performance share units were granted on April 1, 2016, with respect to the three-year period ending at the end of fiscal 2018. The issuer certified the achievement of the performance goals on March 27, 2019. The performance share units vested on April 1, 2019.

(4) Each performance share unit represents a contingent right to receive one share of the issuer's common stock. The performance share units were granted on December 9, 2016, with respect to the three-year period ending at the end of fiscal 2018. The issuer certified the achievement of the performance goals on March 27, 2019. The performance share units vested on April 1, 2019.

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