

EDENS WESLEY R
Form 4
August 01, 2017

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 *
EDENS WESLEY R

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O FORTRESS INVESTMENT GROUP LLC, 1345 AVENUE OF THE AMERICAS

(Street)

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

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

NEW YORK, NY 10105

(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 (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 Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, \$0.01 par value per share | 07/31/2017 | | J ⁽¹⁾ | 27,038,250 | D | \$ 23.75 | 0 | I | By Intrawest Europe Holdings S.a r.l. and Intrawest S.a r.l. ⁽²⁾ <u>(3) (4)</u> |

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

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(9-02)

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDENS WESLEY R C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | X | X | | |

Signatures

/s/ Wesley R. Edens 08/01/2017

**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).
- On April 7, 2017, Intrawest Resorts Holdings, Inc. ("IRHI") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Hawk Holding Company, LLC, Hawk Holding Company, Inc., and Hawk Merger Sub, Inc., pursuant to which Hawk Merger Sub,
- (1) 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 ("Common Stock"), issued and outstanding was converted into the right to receive \$23.75 in cash.
 - (2) These shares of Common Stock are held by Intrawest Europe Holdings S.a r.l. and Intrawest S.a r.l. Intrawest Europe Holdings S.a r.l. directly owned 18,661,850 shares of the Common Stock and Intrawest S.a r.l. directly owned 8,376,400 shares of the Common Stock. Intrawest Europe Holdings S.a r.l. owns 100% of Intrawest S.a r.l. Intrawest Cayman L.P. owns 100% of Intrawest Holdings S.a r.l., which owns 100% of Intrawest Europe Holdings S.a r.l. Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund

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B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D), L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., (continued in footnote 3)

(continued from footnote 2) Fortress Investment Fund IV (Coinvestment Fund D), L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., Fortress Investment Fund IV (Coinvestment Fund G) L.P., Fortress IW Coinvestment Fund IV (Fund A) L.P., Fortress IW Coinvestment Fund IV (Fund B) L.P., Fortress IW Coinvestment Fund IV (Fund C) L.P., Fortress IW Coinvestment Fund IV (Fund D),

- (3) L.P., and Fortress IW Coinvestment Fund IV (Fund G) L.P. (collectively, the "Funds") collectively own 82.1% of the common units and 88.7% of the Class A Preferred Units of Intrust Cayman L.P. FIG LLC is the investment manager of each of the Funds. Fortress Operating Entity I LP ("FOE I") is the 100% owner of FIG LLC and the general partners of each of the Funds. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly owned subsidiary of Fortress Investment Group LLC ("Fortress"). (continued in footnote 4)

- (4) Wesley R. Edens is a significant shareholder of Fortress, and is a principal and Co-Chairman of its Board of Directors. By virtue of his relationships with Fortress, including his ownership interest in Fortress and certain of its affiliates, Mr. Edens may be deemed to own the shares listed as beneficially owned by Intrust Europe Holdings S.a r.l. and Intrust S.a r.l. Mr. Edens disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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