

Intrawest Resorts Holdings, Inc.  
 Form 4/A  
 January 20, 2015

**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 \*  
**LONG CARL**

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)  
**06/30/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, Chief Acc Off & Corp Cont**

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/30/2014**

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

**DENVER, CO 80202**

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units <sup>(1)</sup>      | <u>(2)</u>   | 06/30/2014                           |  | A                              | 25,000 <sup>(3)</sup>   | <u>(4)</u> <u>(5)</u>                                    | Common Stock  | 25,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| LONG CARL<br>C/O INTRAWEST RESORTS HOLDINGS, INC.<br>1621 18TH ST., #300<br>DENVER, CO 80202 |               |           | SVP, Chief Acc Off & Corp Cont |       |

## Signatures

|   |            |
|---|------------|
| Joshua B. Goldstein, Attorney-in-Fact for Carl Long | 01/20/2015 |
| **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).
- (1) Consists of restricted stock units granted on June 30, 2014 that were erroneously reported in the reporting person's Form 4 filed June 30, 2014 in Table I as a grant of common stock. Upon vesting, the reporting person will receive, at the issuer's option, either one share of common stock for each vested restricted stock unit or the amount of cash equal to the fair market value of one share of common stock, valued based on the closing price of the issuer's common stock on the day before the vesting date.
- (2) The exercise price is valued based on the closing price of the issuer's common stock on the day before the vesting date.
- (3) Consists of restricted stock units granted under the Intrawest Resorts Holdings, Inc. 2014 Omnibus Incentive Plan.
- (4) 33.3% of the restricted stock units will vest on the first and second anniversaries of the date of grant and 33.4% will vest on the third anniversary of the date of grant, subject to the reporting person's continued employment through the specified vesting date.
- (5) None.

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.