

CENTERBRIDGE CAPITAL PARTNERS L P

Form 4

August 14, 2018

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 *

CENTERBRIDGE CAPITAL PARTNERS L P

(Last) (First) (Middle)

375 PARK AVENUE, 11TH FLOOR

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Skyline Champion Corp [SKY]

3. Date of Earliest Transaction

(Month/Day/Year)

08/10/2018

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)

6. Individual or Joint/Group Filing (Check Applicable Line)

____ Form filed by One Reporting Person
X 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	08/10/2018		S		404,980	D	\$ 20.79 (1)
					9,799,020	I	See footnotes (2) (6) (7)
Common Stock	08/10/2018		S		13,703	D	\$ 20.79 (1)
					331,554	I	See footnotes (3) (6) (7)
Common Stock	08/10/2018		S		9,961	D	\$ 20.79 (1)
					241,026	I	See footnotes (4) (6) (7)
Common Stock	08/10/2018		S		3,717	D	\$ 20.79
					89,921	I	See footnotes

(1)

(5) (6) (7)

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)	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 Owned Beneficially (Instr. 3, 4, and 5)
				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
CENTERBRIDGE CAPITAL PARTNERS L P 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152		X		
CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152		X		
Centerbridge Capital Partners SBS, L.P. 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152		X		
CCP Champion Investors, LLC 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152		X		
Centerbridge Associates, L.P. 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152		X		
			X	

Centerbridge Cayman GP Ltd.
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

CCP SBS GP, LLC
375 PARK AVENUE, 11TH FLOOR X
NEW YORK, NY 10152

Gallogly Mark T
375 PARK AVENUE, 11TH FLOOR X
NEW YORK, NY 10152

Aronson Jeffrey
375 PARK AVENUE, 11TH FLOOR X
NEW YORK, NY 10152

Signatures

CENTERBRIDGE CAPITAL PARTNERS, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge Cayman GP Ltd., its general partner, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory 08/14/2018

__Signature of Reporting Person Date

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC, L.P., By: Centerbridge Associates, L.P., its general partner, By: Centerbridge Cayman GP Ltd., its general partner, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory 08/14/2018

__Signature of Reporting Person Date

CENTERBRIDGE CAPITAL PARTNERS SBS, L.P., By: CCP SBS GP, LLC, its general partner, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory 08/14/2018

__Signature of Reporting Person Date

CCP CHAMPION INVESTORS, LLC, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory 08/14/2018

__Signature of Reporting Person Date

CENTERBRIDGE ASSOCIATES, L.P., By: Centerbridge Cayman GP Ltd., its general partner, By: /s/ Susanne V. Clark, Name: Name: Susanne V. Clark, Title: Authorized Signatory 08/14/2018

__Signature of Reporting Person Date

CENTERBRIDGE CAYMAN GP LTD., By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Authorized Signatory 08/14/2018

__Signature of Reporting Person Date

CCP SBS GP, LLC, By: /s/ Susanne V. Clark, Name: Susanne V. Clark, Title: Authorized Signatory 08/14/2018

__Signature of Reporting Person Date

/s/ Mark T. Gallogly 08/14/2018

__Signature of Reporting Person Date

/s/ Jeffrey H. Aronson 08/14/2018

__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) This amount represents the \$22.00 public offering price per share of Common Stock of Skyline Champion Corporation ("Common Stock"), less the underwriting discount of \$1.21 per share of Common Stock in connection with the underwriters' exercise of their over-allotment option granted in connection with an underwritten secondary offering.
- (2) These shares are held by Centerbridge Capital Partners, L.P. ("Capital Partners").
- (3) These shares are held by Centerbridge Capital Partners Strategic, L.P. ("Capital Partners Strategic").
- (4) These shares are held by CCP Champion Investors, LLC ("CCP Champion").
- (5) These shares are held by Centerbridge Capital Partners SBS, L.P. ("Capital Partners SBS," and, collectively with Capital Partners, Capital Partners Strategic and CCP Champion, the "Centerbridge Funds").
- (6) Centerbridge Associates, L.P. is the general partner of each of Capital Partners and Capital Partners Strategic, and the manager of CCP Champion. Centerbridge Cayman GP Ltd. is the general partner of Centerbridge Associates, L.P. CCP SBS GP, LLC is the general partner of Capital Partners SBS. Jeffrey H. Aronson and Mark T. Gallogly are the directors of Centerbridge Cayman GP Ltd. and managing members of CCP SBS GP, LLC. Each of such Centerbridge entities and Messrs. Aronson and Gallogly may be deemed to beneficially own the securities held by the Centerbridge Funds. Except for each of the Centerbridge Funds with respect to the securities held by such entity, each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein.
- (7) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any or all of the reported securities for purposes of Section 16 or for any other purpose.

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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