

BIG 5 SPORTING GOODS Corp  
 Form 4  
 November 10, 2016

**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 \*  
 STADIUM CAPITAL  
 MANAGEMENT LLC

2. Issuer Name and Ticker or Trading Symbol  
 BIG 5 SPORTING GOODS Corp  
 [BGFV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 199 ELM STREET,  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/08/2016

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

NEW CANAAN, CT 06840-5321

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

(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) |                  |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------------|--------------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D)       | Price        |
| Common Stock                    | 11/08/2016                           |  | S                              |   |   | 36,831 | D   | \$ 18.2648   | 2,271,978                         | I <sup>(1)</sup> | See Footnote |
| Common Stock                    | 11/08/2016                           |  | S                              |   |   | 20,000 | D   | \$ 18.3  | 2,251,978                         | I <sup>(1)</sup> | See Footnote |
| Common Stock                    | 11/09/2016                           |  | S                              |   |   | 22,836 | D   | \$ 18.2219   | 2,229,142                         | I <sup>(1)</sup> | See Footnote |
| Common Stock                    | 11/09/2016                           |  | S                              |   |   | 50,000 | D   | \$ 18.31   | 2,179,142                         | I <sup>(1)</sup> | See Footnote |
| Common Stock                    | 11/10/2016                           |  | S                              |   |   | 33,000 | D   | \$ 18.9052   | 2,146,142                         | I <sup>(1)</sup> | See Footnote |

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|              |            |   |        |   |            |           |                  |              |
|--------------|------------|---|--------|---|------------|-----------|------------------|--------------|
| Common Stock | 11/10/2016 | S | 40,000 | D | \$ 18.9875 | 2,106,142 | I <sup>(1)</sup> | See Footnote |
| Common Stock | 11/10/2016 | S | 95,000 | D | \$ 18.9974 | 2,011,142 | I <sup>(1)</sup> | See Footnote |

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)

| 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 Following Reporting Transaction (Instr. 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 |
| STADIUM CAPITAL MANAGEMENT LLC<br>199 ELM STREET<br>NEW CANAAN, CT 06840-5321                             |               | X         |         |       |
| KENT BRADLEY R<br>C/O STADIUM CAPITAL MANAGEMENT, LLC<br>1000 NW WALL STREET, SUITE 210<br>BEND, OR 97701 |               | X         |         |       |
| SEAVER ALEXANDER M<br>C/O STADIUM CAPITAL MANAGEMENT, LLC<br>199 ELM STREET<br>NEW CANAAN, CT 06840       |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Stadium Capital Management GP, L.P., General Partner, By: Stadium Capital Management, LLC, General Partner, By: Bradley R. Kent, Manager | 11/10/2016 |
| __Signature of Reporting Person  | Date       |
| Bradley R. Kent  | 11/10/2016 |
| __Signature of Reporting Person  | Date       |
| Alexander M. Seaver  | 11/10/2016 |
| __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) The reporting persons include Stadium Capital Management GP, L.P., ("SCM-GP"). The reporting persons disclaim membership in a group with any other person within the meaning of Rule 13d-5(b)(i) and Rule 16a-1(a)(1) under the Exchange Act. These securities are owned by investment limited partnerships, of which SCM-GP is the general partner. Stadium Capital Management, LLC ("SCM") is the general partner of SCM-GP and the investment adviser to the investment limited partnerships. Mr. Seaver and Mr. Kent are the Managers of SCM. Each reporting person has only a pro rata interest in the securities with respect to which indirect beneficial ownership is reported and disclaims beneficial ownership in such securities except to the extent of such reporting person's pecuniary interest.

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.