

Champion Enterprises Holdings, LLC
 Form 3
 January 16, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Champion Enterprises Holdings, LLC | | | (Month/Day/Year) | SKYLINE CORP [SKY] | |
| (Last) | (First) | (Middle) | 01/05/2018 | | |
| 775 WEST BIG BEAVER ROAD, SUITE 100 | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| TROY, Â MIÂ 48084 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Champion Enterprises Holdings, LLC 775 WEST BIG BEAVER ROAD, SUITE 100 TROY, MI 48084 | ^ | ^ X | ^ | ^ |

Signatures

Champion Enterprises Holdings, LLC, By: /s/ Roger K. Scholten, Sr. 01/16/2018
V.P.

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On January 5, 2018, the Reporting Person and the Issuer entered into a Share Contribution & Exchange Agreement (the "Exchange Agreement") pursuant to which the Reporting Person will combine its operations with the Issuer. Concurrently with the execution of the Exchange Agreement, the Reporting Person entered into a Voting Agreement (the "Voting Agreement") with each of the shareholders of the Issuer signatory thereto (the "Supporting Shareholders").
- (2) Pursuant to the Voting Agreement, each Supporting Shareholder agreed, among other things, (i) not to transfer his shares of Common Stock other than as permitted by the Voting Agreement, and (ii) to vote his shares of Common Stock in favor of certain matters submitted for shareholder approval (the "Company Shareholder Approval Matters") (the provisions described in clauses (i) and (ii), collectively, the "Voting Provisions"). Also pursuant to the Voting Agreement, each Supporting Shareholder appointed the Reporting Person as irrevocable proxy and attorney-in-fact to vote such Supporting Shareholder's shares of Common Stock in favor of the Company Shareholder Approval Matters (the "Proxy").
- (3) Following the time that the affirmative vote necessary to approve each of the Company Shareholder Approval Matters has been obtained, the Voting Provisions and the Proxy will automatically terminate in accordance with the terms of the Voting Agreement.
- (4) The Reporting Person is filing this statement solely because, as a result of the Proxy, the Reporting Person may be deemed to share beneficial ownership, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), of the 1,490,864 shares of Common Stock that are beneficially owned by the Supporting Shareholders.
- (5) Neither the filing of this statement nor any of its content shall be deemed to constitute an admission by the Reporting Person that it is the beneficial owner of shares of Common Stock for purposes of Sections 13(d) or 16 of the Act or for any other purpose. The Reporting Person does not have any pecuniary interest (as defined in Rule 16a-1(a)(2) under the Act) in any of the shares of Common Stock subject to the Proxy and expressly disclaims beneficial ownership of such shares.

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.