

BIG 5 SPORTING GOODS CORP

Form 4

August 28, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *

STADIUM CAPITAL
MANAGEMENT LLC

(Last) (First) (Middle)

199 ELM STREET,

(Street)

NEW CANAAN, CT 06840-5321

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

BIG 5 SPORTING GOODS CORP
[BGFV]

3. Date of Earliest Transaction

(Month/Day/Year)

08/26/2013

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
☒ 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	08/26/2013		S		1,701	D	\$ 18.1609	2,639,494	I	See Footnote (1)

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
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 199 ELM STREET NEW CANAAN, CT 06840-5321	X	X		
KENT BRADLEY R C/O STADIUM CAPITAL MANAGEMENT, LLC 1000 NW WALL STREET, SUITE 210 BEND, OR 97701	X	X		
SEAVER ALEXANDER M C/O STADIUM CAPITAL MANAGEMENT, LLC 199 ELM STREET NEW CANAAN, CT 06840	X	X		

Signatures

STADIUM CAPITAL MANAGEMENT GP, L.P., General Partner, By: STADIUM CAPITAL MANAGEMENT, LLC, General Partner, By: Bradley R. Kent, Manager	08/28/2013
__Signature of Reporting Person	Date
Bradley R. Kent	08/28/2013
__Signature of Reporting Person	Date
Alexander M. Seaver	08/28/2013
__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

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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.

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