

Grow Justin Marshall
Form 4
November 30, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Grow Justin Marshall

(Last) (First) (Middle)
322 S. MAIN STREET
(Street)

GREENVILLE, SC 29601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DELTA APPAREL, INC [DLA]

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2017

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)
V.P. Admin. & General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock \$0.01 Par Value | 11/28/2017 | | M | 3,000 (1) | A \$ 0 (2) | 3,754 | D |
| Common Stock \$0.01 Par Value | 11/28/2017 | | D | 1,500 (3) | D \$ 21.13 | 2,254 | D |
| Common Stock \$0.01 Par Value | 11/28/2017 | | A | 2,190 (4) | A \$ 0 (2) | 4,444 | D |

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| | | | | | | | |
|-------------------------------|------------|---|----------------------|---|----------|-------|---|
| Common Stock \$0.01 Par Value | 11/28/2017 | D | 1,095 ⁽⁵⁾ | D | \$ 21.13 | 3,349 | D |
| Common Stock \$0.01 Par Value | 11/28/2017 | F | 893 ⁽⁶⁾ | D | \$ 21.13 | 2,456 | D |

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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 11/28/2017 | | M | 3,000 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock \$0.01 Par Value | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grow Justin Marshall 322 S. MAIN STREET GREENVILLE, SC 29601 | | | V.P. Admin. & General Counsel | |

Signatures

/s/Justin M. Grow
Date 11/30/2017

Signature of
Reporting Person

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).
 - These shares were acquired in connection with the vesting of service-based restricted stock units. One-half of the vested restricted stock
 - (1) units convert into Delta Apparel, Inc. common stock on a one-for-one basis and the remaining half convert into a cash amount equal to the market value of the Company's common stock on the applicable date multiplied by the applicable number of restricted stock units.
 - (2) Each restricted stock unit represents the right to receive one share of common stock of Delta Apparel, Inc. or the cash equivalent.
 - These shares were disposed of in connection with the conversion of half of the 3,000 vested restricted stock units into a cash amount
 - (3) equal to the market value of the Company's common stock on the applicable date multiplied by the applicable number of restricted stock units.
 - These shares were acquired in connection with the vesting of performance-based restricted stock units. One-half of the vested restricted
 - (4) stock units convert into Delta Apparel, Inc. common stock on a one-for-one basis and the remaining half convert into a cash amount equal to the market value of the Company's common stock on the applicable date multiplied by the applicable number of restricted stock units.
 - These shares were disposed of in connection with the conversion of half of the 2,190 vested restricted stock units into a cash amount
 - (5) equal to the market value of the Company's common stock on the applicable date multiplied by the applicable number of restricted stock units.
 - (6) These shares were withheld by Delta Apparel, Inc. for the payment of a tax liability incident to the vesting of both performance-based and service-based restricted stock units.
 - (7) The restricted stock units vested upon the November 28, 2017, filing of the Company's Annual Report on Form 10-K for its fiscal year ended September 30, 2017.

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.