SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Troiano John	OneWater Marine Inc. [ONEW]	X Director; 10% Owner; Officer (give title below); Other (specify below)
(Last) (First) (Middle): 6275 LANIER ISLANDS PARKWAY	3. Date of Earliest Transaction (Month/Day/Year): 03/15/2022	
(Street): BUFORD GA 30518	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value $0.01	03/15/2022		S		2,611	D	$39.79[1]	0	I	By Beekman Investment Partners III, LP[2][3]
Class A common stock, par value $0.01	03/15/2022		S		31,082	D	$40.11[4]	190,943	I	By OWM BIP Investor, LLC[3][6]
Class A common stock, par value $0.01	03/15/2022		S		9,442	D	$40.11[5]	57,833	I	By Beekman Investment Partners AIV III-OWM, L.P.[3][6]
Class A common stock, par value $0.01								9,910	D	
Class A common stock, par value $0.01								1,866[7]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The price reported in column 4 is a weighted average price, rounded to the nearest 1/100th cent. These shares were sold in multiple transactions at prices ranging from $39.610 to $40.150. The Reporting Person undertakes to provide to OneWater Marine Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the range

2. Beekman Investment Partners III, LP is an investment fund managed by a general partner, Beekman Investment Group III, LLC. The Reporting Person is the sole manager of Beekman Investment Group III, LLC.

3. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

4. The price reported in column 4 is a weighted average price, rounded to the nearest 1/100th cent. These shares were sold in multiple transactions at prices ranging from $40.000 to $40.340. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range

5. The price reported in column 4 is a weighted average price, rounded to the nearest 1/100th cent. These shares were sold in multiple transactions at prices ranging from $40.000 to $40.340. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range.

6. Beekman Investment Partners AIV III-OWM, L.P. ("AIV III") is an investment fund that is managed by a general partner, Beekman Investment Group III, LLC. OWM BIP Investor, LLC is an investment vehicle wholly-owned by AIV III. The Reporting Person is the sole manager of Beekman Investment Group III, LLC.

7. Award of restricted stock units pursuant to the OneWater Marine Inc. 2020 Omnibus Incentive Plan. The award vests on September 30, 2022, subject to the recipient's continued service as a director of the Issuer through such vesting date.

/s/ John Troiano 03/17/2022

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.