FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APE	ROVAL									
OMB Number: 3235-0287										
Estimated average burden										
s per response	: 0.5									
	3 Number: nated average									

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Singleton Philip Austin Jr.</u>						Name <b>an</b> Vater M					(Che	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner  Officer (give title) Other (specify)						
(Last) (Filst) (Midule)						3. Date of Earliest Transaction (Month/Day/Year)  02/11/2020  X Officer (give title below)  Chief Executive Officer												
(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											
(S	tate)	(Zip)											Person					
		ble I - No	1		_			<del>-</del>	l, Dis	1			1			1		4
1. Title of Security (Instr. 3)				Date		Execution Date, ear) if any		Transaction Code (Instr.					and Securities Beneficially		Form: D (D) or Ir	Direct Indirect	Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Transaction					
common sto	ck, par value \$0	.01	02/11	/2020	$\perp$			A <sup>(1)</sup>		17,333	A	\$0	17,33	33	D			4
Class A common stock, par value \$0.01				./2020				P	Р 62,500		A	\$12	62,500		I		OWMH,	
Class B common stock, par value \$0.01  Class B common stock, par value \$0.01  Class B common stock, par value \$0.01				./2020				A		764,373	B A	(4)	764,3	73	J	.	OWMH,	
Class A common stock, par value \$0.01  Class B common stock, par value \$0.01  Table  1. Title of Conversion or Exercise (Month/Day/Year)  Table			02/11	./2020				A		414,968	3 A	(4)	414,968		I		By Philip Singleton Irrevocable Trust, Dated December 24, 2015 <sup>(3)</sup>	
Class B common stock, par value \$0.01			02/11	/2020			A		476,261	A	(4)	476,261		I		By Austin Singleton Irrevocable Trust, Dated December 30, 2015 <sup>(3)</sup>		
		Table II											Owned					
Derivative Conversion Security or Exercise (Month/Day/Year) if any (Month/Day Derivative Execution or Exercise (Month/Day/Year) if any (Month/Day)		ed Date,	4. Transactio Code (Inst		5. Number of Derivative		6. Date Exerc Expiration Da		sable and 7. Title of Secretar) Underl		nd Amount ties ng e Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		Form: Direct (I or Indire	of Indired Beneficia Ownersh ect (Instr. 4)	ct al nip	
				Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares						e e e e e e e e e e e e e e e e e e e
(7)	02/11/2020			J <sup>(4)</sup>		764,373		(7)		(7)	Class A common stock, par value \$0.01	764,373	(7)	764	l,373	I	OWMH,	
(7)	02/11/2020			J <sup>(4)</sup>		414,968		(7)		(7)	Class A common stock, par value \$0.01	414,968	(7)	414	1,968	I	Singleton Irrevocab Trust, Dated Decembe	ole er
	common sto  Common	Common stock, par value \$0.  Common stock, pa	(First) (Middle)  (NIER ISLANDS PARKWAY  D GA 30518  (State) (Zip)  Table I - No Security (Instr. 3)  Common stock, par value \$0.01  Common stock, par value \$0.01	Common stock, par value \$0.01  Common stock, par value \$0.01	Common stock, par value \$0.01  Table I - Non-Derivative (Month/Day/Year)  Common stock, par value \$0.01  Common stock, par value \$0.01	Common stock, par value \$0.01  Table II - Derivative Security (Instr. 3)  Common stock, par value \$0.01  Conversion or Exercise Price of Date (e.g., puts, call any (Month/Day/Year) [arany (Month/Day/Year)]  Common stock  Code (v.g., puts, call any (Month/Day/Year)  Code (v.g., puts, call any (Month/Day/Year)	CON Philip Austin Jr.  (First) (Middle) (NIER ISLANDS PARKWAY)  Table I - Non-Derivative Securities Security (Instr. 3)  Table I - Non-Derivative Securities Security (Instr. 3)  Common stock, par value \$0.01  Common s	Comparison Philip Austin Jr.  (First) (Middle)  (NIER ISLANDS PARKWAY  D GA 30518  (State) (Zip)  Table I - Non-Derivative Securities Accommon stock, par value \$0.01  Common stock, par value \$0.01  Conversion or Exercise Price of Derivative Security (Month/Day/Year)  Conversion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. Securities Acquired (A) or Disposed (D) (Instr. Securities A) (Instr. Securities A) (Instr. Securities A) (Instr. Securities A) (Inst	Common stock, par value \$0.01  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic fary (Month/Day/Year)  Table II - Derivative Securities Acquired (a)  Table II - Derivative Securities Acquired (b)  Table	Common stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - Derivative Securities Acquired, Discommon stock, par value \$0.01  Table II - De	One Water Marine Inc. [ONEW]  (First) (Middle) (NIER ISLANDS PARKWAY)  D GA 30518  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)  D GA 30518  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)  D GA 30518  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)  D GA 30518  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 5)  Code V Amount  Tommon stock, par value \$0.01 02/11/2020 A A 764,373  Tommon stock, par value \$0.01 02/11/2020 A A 764,373  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil Conversion Date (e.g., puts, calls, warrants, options, convertil Conversion Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil Conversion Date (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil Conversion Date (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil Conversion Date (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil Conversion Date (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil Conversion Date (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (florith/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (florith/Day/Year)	OneWater Marine Inc.   ONEW	Common stock, par value \$0.01   02/11/2020   A   Desired Earliest Transaction (Month/Day/Year)   Desired (Part   Day   Day	One   Content   Content	Check all applicables   Chec	One-wider Marine Inc.   One-wide Inc	One-Water Marine Inc.   ONEW   Check   A   Decord   X   10%   Check   Security   Check	Common stock, par value \$0.01   02/11/2020   A   144.968   A   14   14.968   A   14   14.968   A   14.968   A   14.968   A   15. Part value \$0.01   02/11/2020   A   14.875   A   14.968   A   14.968

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 Exerc Expiration Da (Month/Day/\)	ate	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	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		Transaction(s) (Instr. 4)		
One Water Marine Holdings, LLC common unit	(7)	02/11/2020		J <sup>(4)</sup>		476,261		(7)	(7)	Class A common stock, par value \$0.01	476,261	(7)	476,261	I	By Austin Singleton Irrevocable Trust, Dated December 30, 2015 <sup>(3)</sup> (6)

## **Explanation of Responses:**

- 1. Award of restricted stock units pursuant to the OneWater Marine Inc. 2020 Omnibus Incentive Plan. The award vests in in four installments on February 7, 2021, February 7, 2022, February 7, 2023 and February 7, 2024, subject to continued employment through the applicable vesting date.
- 2. The general partner of Auburn OWMH, LLLP is Singleton Asset Management, LLC, for which the Reporting Person is the sole manager and has sole voting and investment control over shares held by Auburn OWMH, LLLP.
- 3. The Reporting Person disclaims beneficial ownership of the shares except to the extent of its 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. Pursuant to the Reorganization (as defined in the Issuer's Registration Statement on Form S-1, as amended (File No. 333-232639)) as part of the Issuer's initial public offering, the Reporting Person's equity ownership in One Water Marine Holdings, LLC ("OneWater LLC") was converted into newly issued common units in OneWater LLC (the "Common Units") together with an equal number of shares of Class B common stock in the Issuer. The shares of Class B common stock (i) confer no incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the holders of Common Units.
- 5. The Reporting Person serves as the trustee of the Philip Singleton Irrevocable Trust, dated December 24, 2015 and has sole voting and investment control over shares held by the trust.
- 6. The Reporting Person serves as the trustee of the Austin Singleton Irrevocable Trust, dated December 30, 2015 and has sole voting and investment control over shares held by the trust.
- 7. At the request of the holder, each Common Unit of OneWater LLC may be coupled with a share of Class B common stock and redeemed for, at the Issuer's election and subject to certain restrictions in the Fourth Amended and Restated Limited Liability Company Agreement of OneWater LLC (the "OneWater LLC Agreement"), newly-issued shares of Class A common stock of OneWater Marine Inc. on a one-forone basis or for a cash payment to be determined pursuant to the OneWater LLC Agreement for each Common Unit redeemed. The Common Units do not expire.

/s/ Jack Ezzell as Attorney-in-Fact 02/13/2020

\*\* 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.