

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

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Singleton Philip Austin Jr.</u> (Last) (First) (Middle) <u>6275 LANIER ISLANDS PARKWAY</u> (Street) <u>BUFORD</u> <u>GA</u> <u>30518</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OneWater Marine Inc.</u> [<u>ONEW</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/11/2020		A ⁽¹⁾		17,333	A	\$0	17,333	D	
Class A common stock, par value \$0.01	02/11/2020		P		62,500	A	\$12	62,500	I	By Auburn OWMH, LLLP ⁽²⁾⁽³⁾
Class B common stock, par value \$0.01	02/11/2020		A		764,373	A	⁽⁴⁾	764,373	I	By Auburn OWMH, LLLP ⁽²⁾⁽³⁾
Class B common stock, par value \$0.01	02/11/2020		A		414,968	A	⁽⁴⁾	414,968	I	By Philip Singleton Irrevocable Trust, Dated December 24, 2015 ⁽³⁾ ⁽⁵⁾
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 ⁽³⁾ ⁽⁶⁾

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				
One Water Marine Holdings, LLC common unit	⁽⁷⁾	02/11/2020		J ⁽⁴⁾		764,373		⁽⁷⁾	⁽⁷⁾	Class A common stock, par value \$0.01	764,373	⁽⁷⁾	764,373	I	By Auburn OWMH, LLLP ⁽²⁾⁽³⁾
One Water Marine Holdings, LLC common unit	⁽⁷⁾	02/11/2020		J ⁽⁴⁾		414,968		⁽⁷⁾	⁽⁷⁾	Class A common stock, par value \$0.01	414,968	⁽⁷⁾	414,968	I	By Philip Singleton Irrevocable Trust, Dated December 24, 2015 ⁽³⁾ ⁽⁵⁾

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				
One Water Marine Holdings, LLC common unit	(7)	02/11/2020		J ⁽⁴⁾		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 ⁽³⁾ (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-for-one 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.