

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>Lamkin Jeffrey B.</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>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 B common stock, par value \$0.01	12/31/2021		C ⁽²⁾		150,000	D	(1)(2)	0	I	By JBL Investment Holdings, LLLP ⁽³⁾⁽⁶⁾
Class A common stock, par value \$0.01	12/31/2021		C ⁽²⁾		150,000	A	(1)(2)	150,000	I	By JBL Investment Holdings, LLLP ⁽³⁾⁽⁶⁾
Class B common stock, par value \$0.01	12/31/2021		C ⁽²⁾		150,000	D	(1)(2)	0	I	By L13, LLLP ⁽⁴⁾⁽⁶⁾
Class A common stock, par value \$0.01	12/31/2021		C ⁽²⁾		150,000	A	(1)(2)	150,000	I	By L13, LLLP ⁽⁴⁾⁽⁶⁾
Class A common stock, par value \$0.01								12,397	D	
Class A common stock, par value \$0.01								25,000	I	By Nantahala Legacy Partners ⁽⁵⁾⁽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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
One Water Marine Holdings, LLC common unit	(1)	12/31/2021		C ⁽²⁾		150,000	(1)	(1)	Class A common stock, par value \$0.01	150,000	\$0	0	I	By JBL Investment Holdings, LLLP ⁽³⁾⁽⁶⁾
One Water Marine Holdings, LLC common unit	(1)	12/31/2021		C ⁽²⁾		150,000	(1)	(1)	Class A common stock, par value \$0.01	150,000	\$0	0	I	By L13, LLLP ⁽⁴⁾⁽⁶⁾

Explanation of Responses:

1. At the request of the holder, each Common Unit of One Water Marine Holdings, LLC ("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.
2. Pursuant to the OneWater LLC Agreement, the shares of the Issuer's Class B common stock were cancelled for no consideration on a one-for-one basis upon the redemption by the Reporting Person of OneWater LLC common units, together with a corresponding number of shares of Class B common stock, for shares of the Issuer's Class A common stock.
3. The general partner of JBL Investment Holdings, LLLP is Sea Oats Management, LLC, for which the Reporting Person serves as sole manager and has sole voting and investment control over shares held by JBL Investment Holdings, LLLP.
4. The general partner of L13, LLLP is Sea Oats Management, LLC, for which the Reporting Person serves as sole manager and has sole voting and investment control over shares held by L13, LLLP.
5. Sea Oats Management, LLC is the manager of Nantahala Legacy Partners LLC. The Reporting Person is the sole manager of Sea Oats Management, LLC and has sole voting and investment control over shares held by Nantahala Legacy Partners LLC.
6. 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.

/s/ Jack Ezzell, as Attorney-in- 12/31/2021

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.