

Intrawest Resorts Holdings, Inc.
Form 4
February 02, 2015

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 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 *
Foulkes Sky

2. Issuer Name and Ticker or Trading Symbol
Intrawest Resorts Holdings, Inc.
[SNOW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & COO

C/O INTRAWEST RESORTS HOLDINGS, INC., 1621 18TH STREET SUITE 300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

DENVER, CO 80202

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/30/2015		X	A	\$ 0 ⁽¹⁾	13,875	D
Common Stock	01/30/2015		F	D	\$ 10.28	8,994	D

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Restricted Stock Units	(2)	01/30/2015		D	13,875	(3) (4)	Common Stock	13,875

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Foulkes Sky
C/O INTRAWEST RESORTS HOLDINGS, INC.
1621 18TH STREET SUITE 300
DENVER, CO 80202

EVP & COO

Signatures

/s/ Joshua B. Goldstein, Attorney-in-Fact for Sky Foulkes

01/30/2015

**Signature of Reporting Person

Date

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).

(1) The restricted stock units convert into common stock of Intrawest Resorts Holdings, Inc. on a one-for-one basis.

(2) The exercise price is valued based on the closing price of the issuer's common stock on the day before the vesting date.

On January 30, 2014, the reporting person was granted 41,667 restricted stock units, 33.3% of which restricted stock units will vest on the first and second anniversaries of the date of grant and 33.4% of which restricted stock units will vest on the third anniversary of the date of grant, subject to the reporting person's continued employment through the specified vesting date.

(4) None.

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

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