

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>McCabe Matthew M.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Academy Sports & Outdoors, Inc. [ASO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP & CMO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2024</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 _____		
C/O ACADEMY SPORTS AND OUTDOORS, INC. 1800 NORTH MASON ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
KATY	TX	77449						

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			
Common Stock	01/30/2024		M		497	A	(1)	6,832	D	
Common Stock	01/30/2024		F		148	D	\$65.51	6,684	D	
Common Stock	01/31/2024		M		611	A	(1)	7,295	D	
Common Stock	01/31/2024		F		182	D	\$64.955	7,113	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
Restricted Stock Units ⁽²⁾	(1)	01/30/2024		M			497	(3)	03/30/2032	Common Stock	497	\$0	1,131	D	
Restricted Stock Units ⁽²⁾	(1)	01/31/2024		M			611	(4)	03/31/2031	Common Stock	611	\$0	612	D	

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- Granted under the Company's 2020 Omnibus Incentive Plan (the "Plan").
- On March 30, 2022, the Reporting Person was granted 2,125 performance-based restricted stock units ("RSUs"). These RSUs vest if certain performance criteria and/or Issuer stock price conditions are met and certified by the Issuer's compensation committee. On March 1, 2023, the Issuer's compensation committee certified achievement of 93.7% of the performance criteria during fiscal 2022 meaning that 1,990 RSUs were deemed earned. Of this earned amount, 25% of the earned amount of this grant vested on March 1, 2023, and the remaining 75% will vest in three equal annual installments beginning on January 30, 2024, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date. The remaining unearned amount of this grant (i.e., 135 RSUs) may vest upon certification by the Issuer's compensation committee of achievement of certain Issuer stock price conditions as of January 30, 2026.
- On March 31, 2021, the Reporting Person was granted 2,445 performance-based restricted stock units. These performance-based restricted stock units vest if certain performance criteria and/or Issuer stock price conditions are met and certified by the Issuer's compensation committee. Following certification of achievement of the performance criteria during fiscal 2021 by the Issuer's compensation committee on March 2, 2022, 25% of this grant vested on March 2, 2022, and the remaining 75% vest in three equal annual installments beginning on January 31, 2023, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date.

Remarks:

/s/ Gary Holland, Attorney-in-Fact 02/01/2024

** 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.