SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person* HICKS KEN C	2. Issuer Name **and** Ticker or Trading Symbol Academy Sports & Outdoors, Inc. [ASO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) C/O ACADEMY SPORTS AND OUTDOORS, INC. 1800 NORTH MASON ROAD	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2023	X Director 10% Owner X Officer (give title below) Other (specify below) Chairman, President and CEO

(Street) KATY TX 77449	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 Person

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2023		M		1,273	A	(1)	459,648	D	
Common Stock	01/31/2023		F		442	D	$56.8	459,206	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	Amount or Number of Shares				
Restricted Stock Units[2]	(1)	01/31/2023		M			1,273	(3)	03/31/2031	Common Stock	1,273	$0	30,574	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. Granted under the Company's 2020 Omnibus Incentive Plan (the "Plan").

3. On March 31, 2021, the Reporting Person was granted 61,133 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, 1/48 of the total performance-based restricted stock units granted will vest for every monthly anniversary since the Vesting Commencement Date (i.e., January 31, 2021), and thereafter on each monthly anniversary of the Vesting Commencement Date.

Remarks:

/s/ Gary Holland, Attorney-in-fact   02/01/2023

** 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.