

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>McCabe Matthew M.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Academy Sports &amp; 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) _____ <b>EVP &amp; CMO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/26/2024</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)					
(Street)	KATY TX 77449		Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	<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.					

**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			

**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 <sup>(1)</sup>	(2)	03/26/2024		A		9,544		(3)	03/26/2034	Common Stock	9,544	\$0	9,544	D	
Restricted Stock Units <sup>(1)</sup>	(2)	03/26/2024		A		9,544		(4)	03/26/2034	Common Stock	9,544	\$0	9,544	D	

**Explanation of Responses:**

- Granted under the Company's 2020 Omnibus Incentive Plan (the "Plan").
- Each restricted stock unit represents a contingent right to receive one share of Issuer common stock, par value \$0.01 per share ("Common Stock").
- These time-based RSUs vest in three equal installments beginning on the first anniversary of the grant date.
- On March 26, 2024, the Reporting Person was granted 9,544 performance-based restricted stock units ("PRSUs"). These PRSUs vest if certain preestablished performance metrics related to the Company's (i) adjusted pre-tax income, and (ii) return on invested capital over a 3-year period beginning on February 4, 2024 and ending on January 30, 2027, are achieved and certified by the Issuer's compensation committee (which, if any, may vary from 0% to 200% of the number shown above), subject to the Reporting Person's continued service with the Issuer through each applicable vesting date.

**Remarks:**

/s/ Gary Holland, Attorney-in-Fact 03/28/2024

\*\* 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.