SEC Form 4

FORM 4

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Clark Donald Jeff	WINNEBAGO INDUSTRIES INC [WGO]	Director 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
WINNEBAGO INDUSTRIES, INC. P.O. BOX 152	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2021	President - Grand Design
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 09/02/2021	6. Individual or Joint/Group Filing (Check Applicable Line)
FOREST CITY IA 50436		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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, $.50 par value	08/31/2021		A		90,970[(1)]	A	$65.96	660,457	I	By Family LLC

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				

Explanation of Responses:

1. This Form 4/A is filed solely to correct the description of the transaction through which the reported shares were acquired. The reporting person acquired these securities on August 31, 2021 as consideration when the Issuer acquired the reporting person's equity interests in Barletta Boat Company, LLC and Three Limes, LLC pursuant to the terms of an Equity Purchase Agreement dated July 19, 2021 between the Issuer and certain parties, including the reporting person. The reporting person is entitled to receive additional shares of Issuer common stock pursuant to certain earn-out rights, which became fixed and irrevocable on August 31, 2021, contingent upon achievement of certain financial performance metrics over the next few years, and the number of shares will be determined based on a weighted average share price calculation as set forth in the Equity Purchase Agreement.

/s/ Stacy Bogart, Senior Vice President, General Counsel, Secretary and Corporate Responsibility   10/14/2021

** 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.