

SeaWorld Entertainment, Inc.
 Form 4
 March 07, 2017

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 *
 Marc Swanson

2. Issuer Name and Ticker or Trading Symbol
 SeaWorld Entertainment, Inc.
 [SEAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

C/O SEAWORLD ENTERTAINMENT, INC., 9205 SOUTH PARK CENTER LOOP, SUITE 400

(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

ORLANDO, FL 32819

(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	03/03/2017		F(1)	265 D \$ 18.24	80,232	D	
Common Stock	03/03/2017		A	9,210 (2) A \$ 0	89,442	D	
Common Stock	03/03/2017		A	12,281 (3) A \$ 0	101,723	D	
Common Stock	03/03/2017		A	12,281 (4) A \$ 0	114,004	D	

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marc Swanson
C/O SEAWORLD ENTERTAINMENT, INC.
9205 SOUTH PARK CENTER LOOP, SUITE 400
ORLANDO, FL 32819

Chief Accounting Officer

Signatures

/s/ G. Anthony (Tony) Taylor, by power of attorney

03/07/2017

__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) Shares withheld by the Company for the payment of tax liability incident to the vesting of shares of restricted stock.
Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on
- (2) meeting certain performance criteria over a one-year performance period beginning on January 1, 2017 and ending on December 31, 2017.
- (3) Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest over five years, with one-third vesting on each of the third, fourth and fifth anniversaries of the date of grant.
- (4)

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Represents shares of restricted stock of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest based on meeting certain performance criteria over a three-year performance period beginning on January 1, 2017 and ending on December 31, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.