SEC Form 4	
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## 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

OMB APPRC	VAL
OMB Number:	3235-0287
Estimated average burde	en
hours ner resnonse:	0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol BIG 5 SPORTING GOODS Corp [ BGFV ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
STADIUM CAPITAL MANAGEMENT		AGEMENT	p[]	X	Director	Х	10% Owner		
<u>LLC</u>	<u>LLC</u>				Officer (give title		Other (specify		
,			3. Date of Earliest Transaction (Month/Day/Year)		below)		below)		
(Last)	(First)	(Middle)	10/25/2015						
199 ELM STREE	ET								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group I	=iling (	Check Applicable		
(Street)					Form filed by One I	Report	ing Person		
NEW CANAAN	СТ	06840-5321		X	Form filed by More Person	than (	One Reporting		
(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)	Transaction Code (Instr.		Transactio Code (Inst		on Disposed Of (D) (Instr. 3, 4 and 5) str.		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	10/29/2015		Р		9,489	A	\$8.9506	2,801,753	Ι	See Footnote <sup>(1)</sup>	
Common Stock	10/30/2015		Р		15,015	A	\$9.1414	2,816,768	Ι	See Footnote <sup>(1)</sup>	
Common Stock	11/02/2015		Р		1,900	A	\$9.1021	2,818,668	I	See Footnote <sup>(1)</sup>	

### 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. Transactio Code (Inst 8)		of		(Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	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						

1. Name and Address of Reporting Person $^{*}$ 

# STADIUM CAPITAL MANAGEMENT LLC

(First)	(Middle)
Т	
CT	06840-5321
(State)	(Zip)
	on <sup>*</sup>
(First)	(Middle)
APITAL MAN	AGEMENT, LLC
STREET, SUIT	Ъ 210
OR	97701
	T CT (State) of Reporting Pers LEY R (First)

1. Name and Address of Reporting Person\*

SEAVER ALEXANDER M						
(Last)	(First)	(Middle)				
C/O STADIUM CAPITAL MANAGEMENT, LLC						
199 ELM STREET						
,						
(Street)						
NEW CANAAN	CT	06840				
(City)	(State)	(Zip)				

#### **Explanation of Responses:**

1. The reporting persons include Stadium Capital Management GP, L.P., ("SCM-GP"). The reporting persons disclaim membership in a group with any other person within the meaning of Rule 13d-5(b)(i) and Rule 16a-1(a)(1) under the Exchange Act. These securities are owned by investment limited partnerships, of which SCM-GP is the general partner. Stadium Capital Management, LLC ("SCM") is the general partner of SCM-GP and the investment adviser to the investment limited partnerships. Mr. Seaver and Mr. Kent are the Managers of SCM. Each reporting person has only a pro rata interest in the securities with respect to which indirect beneficial ownership is reported and disclaims beneficial ownership in such securities except to the extent of such reporting person's pecuniary Interest.

Stadium Capital Management GP, L.P., General Partner, By: Stadium Capital Management, LLC, General Partner, By: Bradley R. Kent, Manager	<u>11/02/2015</u>
<u>Bradley R. Kent</u>	<u>11/02/2015</u>
Alexander M. Seaver	<u>11/02/2015</u>
** 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.