

Shackelton Christopher S
Form 4
December 26, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol
Red Lion Hotels CORP [RLH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
105 ROWAYTON AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2018

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

ROWAYTON, CT 06853

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

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/21/2018		P		28,272	A	\$ 7.19 <u>(1)</u>	3,582,311 I See footnotes <u>(2)</u> <u>(3)</u>
Common Stock	12/24/2018		P		39,287	A	\$ 7.44 <u>(4)</u>	3,621,598 I See footnotes <u>(2)</u> <u>(3)</u>
Common Stock	12/26/2018		P		42,273	A	\$ 7.48 <u>(5)</u>	3,663,871 I See footnotes <u>(2)</u> <u>(3)</u> <u>(6)</u>

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. 5)
				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
Coliseum Capital Management, LLC 105 ROWAYTON AVE. ROWAYTON, CT 06853		X		
Coliseum Capital, LLC 105 ROWAYTON AVE. ROWAYTON, CT 06853		X		
COLISEUM CAPITAL PARTNERS, L.P. 105 ROWAYTON AVE. ROWAYTON, CT 06853		X		
Gray Adam 105 ROWAYTON AVE. ROWAYTON, CT 06853		X		
Shackelton Christopher S 105 ROWAYTON AVE. ROWAYTON, CT 06853		X		

Signatures

Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact

12/26/2018

__Signature of Reporting Person

Date

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Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact	12/26/2018
**Signature of Reporting Person	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact	12/26/2018
**Signature of Reporting Person	Date
Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact	12/26/2018
**Signature of Reporting Person	Date
Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact	12/26/2018
**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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.99 to \$7.25, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(2) The common stock, par value \$0.01 per share ("Common Stock"), is held directly by (a) Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, and (b) a separate account investment advisory client of CCM (the "Separate Account").

(3) Christopher S. Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CC and CCM. Each of Shackelton, Gray, CC, CCM, and CCP disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.35 to \$7.45, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.38 to \$7.70, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(6) Following the transactions reported herein, CCP and the Separate Account directly owned 2,657,057 and 1,006,814 shares of Common Stock, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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