

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**

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>Sato Samuel M</u>  (Last) (First) (Middle) <u>3308 N MITTHOEFFER ROAD</u>  (Street) <u>INDIANAPOLIS IN 46235</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FINISH LINE INC /IN/ [ FINL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	03/30/2018		F		4,035 <sup>(1)</sup>	D	\$13.67	206,973	D	

**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
Performance-Based Restricted Stock	\$0 <sup>(2)</sup>	03/30/2018		D			13,641	(2)	03/30/2018	Class A Common Stock	13,641	\$0	0	D	
Dividend Equivalent Rights	\$0 <sup>(3)</sup>	03/30/2018		D			1,101	(3)	03/30/2018	Class A Common Stock	1,101	\$0	5,897	D	

**Explanation of Responses:**

- Withheld for the satisfaction of tax liabilities incurred upon the vesting of 9,094 shares of restricted stock.
- Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals, measured over a performance period including fiscal years 2016, 2017 and 2018. Dividend equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.
- The reported dividend equivalent rights accrued on the reporting person's performance-based restricted stock and will become vested (or forfeited) proportionately with the performance-based restricted stock to which they relate. Each dividend equivalent right is the economic equivalent of one share of Class A Common Stock.

**Remarks:**

Christopher C. Eck, as  
attorney-in-fact for Samuel M. Sato, 04/02/2018  
Sato

\*\* 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.

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