

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
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### REPORTING OWNER

#### Hansen Thomas C

CIK: **1469569**

Type: **4** | Act: **34** | File No.: **001-33182** | Film No.: **13552580**

Mailing Address  
C/O HEELYS, INC.  
3200 BELMEADE DRIVE,  
SUITE 100  
CARROLLTON TX 75006

### ISSUER

#### Heelys, Inc.

CIK: **1373980** | IRS No.: **752880496** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
SIC: **3140** Footwear, (no rubber)

Mailing Address  
3200 BELMEADE  
SUITE 100  
CARROLLTON TX 75006

Business Address  
3200 BELMEADE  
SUITE 100  
CARROLLTON TX 75006  
214-390-1831

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|   |         |          |   |  |   |  |
|---|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person<br><b>Hansen Thomas C</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Heelys, Inc. [HLYS]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Former Chief Executive Officer</b> |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/24/2013</b>     |  |   |  |
| C/O HEELYS, INC., 3200 BELMEADE DRIVE, SUITE 100                  |         |          |   |  |   |  |
| (Street)<br><b>CARROLLTON, TX 75006</b>                           |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                      |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                 |   |  |   |
| Common Stock                    | 01/24/2013                           |  | <u>D</u>                       |   | 58,500  | <u>D</u>   | \$2.25 <sup>(1)</sup> | 0   | <u>D</u>   |   |

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---------|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D)     | Date Exercisable   | Expiration Date |   |  |  |  |  |
| Stock Option (right to buy)                | \$2.39   | 01/24/2013                           |  | <u>D</u>                       |   |   | 350,000 | <sup>(2)</sup>   | 09/24/2019      | Common Stock<br>350,000   | \$ 0                                       | 0  | <u>D</u>   |  |
| Restricted Stock Unit                      | <sup>(3)</sup>   | 01/24/2013                           |  | <u>D</u>                       |   |   | 63,560  | <sup>(3)</sup>   | 12/31/2012      | Common Stock<br>63,560  | \$2.25                                     | 0  | <u>D</u>   |  |
| Restricted Stock Unit                      | <sup>(4)</sup>   | 01/24/2013                           |  | <u>D</u>                       |   |   | 81,812  | <sup>(4)</sup>   | 12/31/2013      | Common Stock<br>81,812  | \$2.25                                     | 0  | <u>D</u>   |  |

|                       |     |            |  |   |  |        |     |            |              |        |        |   |   |
|-----------------------|-----|------------|--|---|--|--------|-----|------------|--------------|--------|--------|---|---|
| Restricted Stock Unit | (S) | 01/24/2013 |  | D |  | 44,652 | (S) | 12/31/2014 | Common Stock | 44,652 | \$2.25 | 0 | D |
|-----------------------|-----|------------|--|---|--|--------|-----|------------|--------------|--------|--------|---|---|

**Explanation of Responses:**

1. Disposed of pursuant to the Agreement and Plan of Merger, dated as of December 7, 2012, by and among the issuer, Sequential Brands Group, Inc. and Wheels Merger Sub Inc. (the "Merger Agreement"), pursuant to which the outstanding shares of the issuer's common stock were cancelled and converted into the right to receive \$2.25 in cash, without interest and less any applicable withholding tax.
2. Pursuant to the Merger Agreement, as of and immediately prior to the effective time of the merger effected thereby, this option was cancelled without cash payment because the per share exercise price of such option was greater than \$2.25.
3. Pursuant to the Merger Agreement, as of and immediately prior to the effective time of the merger effected thereby, the vesting conditions or restrictions applicable to 63,560 of the originally-awarded restricted stock units lapsed, and such vested restricted stock units converted into the right to receive an amount equal to \$2.25 for each such vested restricted stock unit, reduced by the required amount of withholding tax, if any. 127,118 of the originally-awarded restricted stock units did not vest due to the non-achievement of performance criteria, and such restricted stock units were cancelled.
4. Pursuant to the Merger Agreement, as of and immediately prior to the effective time of the merger effected thereby, the vesting conditions or restrictions applicable to 81,812 of the originally-awarded restricted stock units lapsed, and such vested restricted stock units converted into the right to receive an amount equal to \$2.25 for each such vested restricted stock unit, reduced by the required amount of withholding tax, if any. 114,536 of the originally-awarded restricted stock units did not vest due to the non-achievement of performance criteria, and such restricted stock units were cancelled.
5. Pursuant to the Merger Agreement, as of and immediately prior to the effective time of the merger effected thereby, the vesting conditions or restrictions applicable to 44,652 of the originally-awarded restricted stock units lapsed, and such vested restricted stock units converted into the right to receive an amount equal to \$2.25 for each such vested restricted stock unit, reduced by the required amount of withholding tax, if any. 44,652 of the originally-awarded restricted stock units did not vest due to the non-achievement of performance criteria, and such restricted stock units were cancelled.

**Signatures**

Thomas C. Hansen

\*\* Signature of Reporting Person

01/28/2013

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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