

UNIVERSAL TECHNICAL INSTITUTE INC
Form SC 13G/A
February 17, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)¹

Universal technical institute, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

913915104

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1. NAME OF REPORTING PERSON

Vulcan Value Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

2,926,658

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

2,960,658

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,960,658

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.93%

12. TYPE OF REPORTING PERSON

IA

SCHEDULE 13G/A

Item 1.

(a) Name of Issuer:

Universal Technical Institute, Inc.

(b) Address of Issuer's Principal Executive Offices:

16220 North Scottsdale Road

Suite 100

Scottsdale, AZ 85254

Item 2.

(a) Name of Person Filing:

Vulcan Value Partners

(b) Address of Principal Business Office, or if None, Residence:

Three Protective Center, 2801 Highway 280 South

Suite 300

Birmingham, AL 35223

(c) Citizenship:

Incorporated by reference from Item 4 of the Cover Page.

(d) Title of Class of Securities:

Incorporated by reference from the Cover Page.

(e) CUSIP Number:

Incorporated by reference from the Cover Page.

Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

Item 4. Ownership.

(a) Amount Beneficially Owned:

Incorporated by reference from Item 9 of the Cover Page.

(b) Percent of Class:

Incorporated by reference from Item 11 of the Cover Page.

(c) Number of Shares as to Which Such Person has:

(i) Sole Power to Vote or Direct the Vote.

Incorporated by reference from Item 5 of the Cover Page.

(ii) Shared Power to Vote or to Direct the Vote.

Incorporated by reference from Item 6 of the Cover Page.

(iii) Sole Power to Dispose or to Direct the Disposition of.

Incorporated by reference from Item 7 of the Cover Page.

(iv) Shared Power to Dispose or to Direct the Disposition of.

Incorporated by reference from Item 8 of the Cover Page.

Item 5. Ownership of Five Percent (5%) or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent (5%) on Behalf of Another Person.

Various persons, including the investment companies and owners of the separate accounts to which Vulcan Value Partners, LLC (“Vulcan”) serves as investment adviser, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities that are the subject of this schedule. As of December 31, 2014, Vulcan Value Partners Small Cap Fund, an investment company advised by Vulcan, owned 6.7% of the outstanding shares of UTI.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and

were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015

Date

Vulcan Value Partners, LLC

By : /s/ W. Blevins Naff

Name : W. Blevins Naff

Title : Chief Compliance Officer

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Nine Months
Personal Care
Foods
Home Care
Refreshment
Total
Turnover (€ million)

2015
14,953
9,507
7,671
8,257
40,388
2016
14,932
9,148
7,436
8,147
39,663

Change (%)
(0.1)
(3.8)
(3.1)
(1.3)
(1.8)

Impact of:

Exchange rates (%)
(6.2)
(5.5)
(8.1)
(5.5)

(6.2)
 Acquisitions (%)
 1.8
 -
 -
 0.3
 0.7
 Disposals (%)
 (0.3)
 (0.3)
 (0.1)
 (0.1)
 (0.2)

Underlying sales growth (%)
 4.8
 2.1
 5.6
 4.2
 4.2
 Price (%)
 2.5
 3.0
 4.0
 2.3
 2.8
 Volume (%)
 2.3
 (0.8)
 1.5
 1.9
 1.3

SEGMENT INFORMATION - GEOGRAPHICAL AREA

(unaudited)

Third Quarter	Asia / AMET / RUB	The Americas	Europe	Total
Turnover (€ million)				
2015	5,562	4,267	3,569	13,396
2016	5,616	4,346	3,418	13,380

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Change (%)	1.0	1.9	(4.2)	(0.1)
Impact of:				
Exchange rates (%)	(2.5)	(4.3)	(3.6)	(3.4)
Acquisitions (%)	0.1	0.9	0.5	0.5
Disposals (%)	(0.4)	(0.4)	-	(0.3)
Underlying sales growth (%)	3.9	5.8	(1.1)	3.2
Price (%)	3.3	8.0	(1.1)	3.6
Volume (%)	0.6	(2.0)	-	(0.4)

Nine Months	Asia / AMET / RUB	The Americas	Europe	Total
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Turnover (€ million)				
2015	17,011	13,036	10,342	40,388
2016	16,898	12,624	10,141	39,663
Change (%)	(0.7)	(3.2)	(1.9)	(1.8)
Impact of:				
Exchange rates (%)	(5.3)	(10.4)	(2.3)	(6.2)
Acquisitions (%)	0.2	1.5	0.8	0.7
Disposals (%)	(0.3)	(0.3)	(0.1)	(0.2)
Underlying sales growth (%)	5.0	6.9	(0.3)	4.2
Price (%)	2.0	7.5	(1.5)	2.8
Volume (%)	2.9	(0.6)	1.2	1.3

CAUTIONARY STATEMENT

This announcement may contain forward-looking statements, including ‘forward-looking statements’ within the meaning of the United States Private Securities Litigation Reform Act of 1995. Words such as ‘will’, ‘aim’, ‘expects’, ‘anticipates’, ‘intends’, ‘looks’, ‘believes’, ‘vision’, or the negative of these terms and other similar expressions of future performance or results, and their negatives, are intended to identify such forward-looking statements. These forward-looking statements are based upon current expectations and assumptions regarding anticipated developments and other factors affecting the Unilever Group (the “Group”). They are not historical facts, nor are they guarantees of future performance.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements. Among other risks and uncertainties, the material or principal factors which could cause actual results to differ materially are: Unilever’s global brands not meeting consumer preferences; Unilever’s ability to innovate and remain competitive; Unilever’s investment choices in its portfolio management; inability to find sustainable solutions to support long-term growth; customer relationships; the recruitment and retention of talented employees; disruptions in our supply chain; the cost of raw materials and commodities; the production of safe and high quality products; secure and reliable IT infrastructure; successful execution of acquisitions, divestitures and business transformation projects; economic and political risks and natural disasters; financial risks; failure to meet high and ethical standards; and failure to comply with laws and regulations, including tax laws. These forward-looking statements speak only as of the date of this document. Except as required by any applicable law or regulation, the Group expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect

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any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Further details of potential risks and uncertainties affecting the Group are described in the Group's filings with the London Stock Exchange, Euronext Amsterdam and the US Securities and Exchange Commission, including in the Group's Annual Report on Form 20-F for the year ended 31 December 2015 and the Annual Report and Accounts 2015.

ENQUIRIES

Media: Media Relations Team

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There will be a web cast of the results presentation available at:

www.unilever.com/ourcompany/investorcentre/results/quarterlyresults/default.asp