

UNIVERSAL TECHNICAL INSTITUTE INC
 Form 3/A
 December 31, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Coliseum Capital Management, LLC | | (Month/Day/Year) | UNIVERSAL TECHNICAL INSTITUTE INC [UTI] | |
| (Last) | (First) | (Middle) | | |
| METRO CENTER,Â 1 STATION PLACE, 7TH FLOOR SOUTH | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| STAMFORD,Â CTÂ 06902 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 12/11/2015 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | ___ Form filed by One Reporting Person | |
| | | | _X_ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,381,916 | I | See footnotes (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|------------|----------------------------|------------------------------|----------------------------|
| | | | | | Direct (D) or Indirect (I) |
| | | (Instr. 4) | | | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | ^ | ^ X | ^ | ^ |
| Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR STAMFORD, CT 06902 | ^ | ^ X | ^ | ^ |
| Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR STAMFORD, CT 06902 | ^ | ^ X | ^ | ^ |
| COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR STAMFORD, CT 06902 | ^ | ^ X | ^ | ^ |
| Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR STAMFORD, CT 06902 | ^ | ^ X | ^ | ^ |
| Gray Adam METRO CENTER 1 STATION PLACE, 7TH FLOOR STAMFORD, CT 06902 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/31/2015 |
| __Signature of Reporting Person | Date |
| Christopher Shackelton, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/31/2015 |
| __Signature of Reporting Person | Date |
| Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact | 12/31/2015 |
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ | 12/31/2015 |

Chivonne Cassar, Chivonne Cassar, Attorney-in-fact

__Signature of Reporting Person

Date

Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/
Chivonne Cassar, Chivonne Cassar, Attorney-in-fact

12/31/2015

__Signature of Reporting Person

Date

Adam Gray, By: /s/ Chivonne Cassar, Chivonne Cassar, Attorney-in-fact

12/31/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These securities are directly held as follows: (a) 1,441,444 shares by Coliseum Capital Partners, L.P., an investment limited partnership ("CCP"), of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum

- (1) Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) 368,995 shares by Coliseum Capital Partners II, L.P., an investment limited partnership ("CCP2"), of which CC is general partner and for which CCM serves as investment adviser, and (c) 571,477 shares by a separate account investment advisory client of CCM (the "Separate Account").

Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and

- (2) CC. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

- (3) This amendment to Form 3 is being filed solely to reflect the correct number of shares of common stock directly owned by CCP2 and the Separate Account in footnote (1) of the original Form 3.

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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