

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>McCabe Matthew M.</u> (Last) (First) (Middle) <u>C/O ACADEMY SPORTS AND OUTDOORS, INC.</u> <u>1800 NORTH MASON ROAD</u> (Street) <u>KATY TX 77449</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/25/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Academy Sports & Outdoors, Inc. [ASO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & CMO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>6,335</u>	<u>D</u>	

**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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Options (Right to Buy)⁽¹⁾</u>	<u>(2)</u>	<u>03/31/2031</u>	<u>Common Stock</u>	<u>11,368</u>	<u>26.99</u>	<u>D</u>	
<u>Stock Options (Right to Buy)⁽¹⁾</u>	<u>(3)</u>	<u>03/30/2032</u>	<u>Common Stock</u>	<u>10,173</u>	<u>39.17</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾</u>	<u>(4)</u>	<u>03/31/2031</u>	<u>Common Stock</u>	<u>1,223</u>	<u>(5)</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾</u>	<u>(6)</u>	<u>03/30/2032</u>	<u>Common Stock</u>	<u>1,628</u>	<u>(5)</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾</u>	<u>(7)</u>	<u>04/15/2032</u>	<u>Common Stock</u>	<u>7,449</u>	<u>(5)</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾</u>	<u>(8)</u>	<u>03/21/2033</u>	<u>Common Stock</u>	<u>3,865</u>	<u>(5)</u>	<u>D</u>	

Explanation of Responses:

- Granted under the Company's 2020 Omnibus Incentive Plan (the "Plan").
- These time-based stock options vest in four annual installments beginning on March 31, 2022.
- These time-based stock options vest in four annual installments beginning on March 30, 2023.
- On March 31, 2021, the Reporting Person was granted 2,445 performance-based restricted stock units. These performance-based restricted stock units vest if certain performance criteria and/or Issuer stock price conditions are met and certified by the Issuer's compensation committee. Following certification of achievement of the performance criteria during fiscal 2021 by the Issuer's compensation committee on March 2, 2022, 25% of this grant vested on March 2, 2022, and the remaining 75% vest in three equal annual installments beginning on January 31, 2023.
- Each restricted stock unit represents a contingent right to receive one share of Issuer common stock, par value \$0.01 per share ("Common Stock").
- On March 30, 2022, the Reporting Person was granted 2,125 performance-based restricted stock units ("RSUs"). These RSUs vest if certain performance criteria and/or Issuer stock price conditions are met and certified by the Issuer's compensation committee. On March 1, 2023, the Issuer's compensation committee certified achievement of 93.7% of the performance criteria during fiscal 2022 meaning that 1,990 RSUs were deemed earned. Of this earned amount, 25% of the earned amount of this grant vested on March 1, 2023, and the remaining 75% will vest in three equal annual installments beginning on January 30, 2024, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date. The remaining unearned amount of this grant (i.e., 135 RSUs) may vest upon certification by the Issuer's compensation committee of achievement of certain Issuer stock price conditions as of the fourth anniversary of the Vesting Commencement Date (i.e., January 30, 2022).
- On April 15, 2022, the Reporting Person was granted 7,449 time-based restricted stock units that vest 50% on each the second and third anniversary of the grant date.
- On March 21, 2023, the Reporting Person was granted 3,865 time-based restricted stock units that vest in three equal installments beginning on the first anniversary of the grant date.

Remarks:

EXHIBIT LIST: EX-24: Power of Attorney Matthew M. McCabe

/s/ Gary Holland,
Attorney-in-fact

06/26/2023

** 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 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.