

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>Kelley Bary</u>			2. Issuer Name and Ticker or Trading Symbol <u>WEST MARINE INC [WMAR]</u>			5. 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 - Stores & Wholesale</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2017</u>					
<u>500 WESTRIDGE DRIVE</u>								
(Street) <u>WATSONVILLE CA 95076</u>			4. 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		
(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	09/14/2017	09/14/2017	D ⁽¹⁾		86,781 ⁽²⁾⁽³⁾	D	\$12.97 ⁽⁴⁾	0	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)				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	Amount or Number of Shares
Non-Qualified Stock Option	\$10.36	09/14/2017	09/14/2017	D				10,000	06/01/2012	06/01/2018	Common Stock	10,000	(5)	20,833	D	
Non-Qualified Stock Option	\$10.25	09/14/2017	09/14/2017	D				12,500	06/01/2013	06/01/2019	Common Stock	12,500	(5)	8,333	D	
Non-Qualified Stock Option	\$11.69	09/14/2017	09/14/2017	D				8,333	06/03/2014	06/03/2020	Common Stock	8,333	(5)	0	D	

Explanation of Responses:

- Outstanding shares of common stock disposed of pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 29, 2017, by and among the Issuer, Rising Tide Parent, Inc., a Delaware corporation ("Parent"), and Rising Tide Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub"). Pursuant to the Merger Agreement, effective September 14, 2017, Merger Sub was merged with and into the Issuer, with the Issuer surviving the merger as a wholly-owned subsidiary of Parent.
- Includes 2,030 shares received in April 2017 and 239 shares received in August 2017 under the Issuer's Amended and Restated Associate Stock Purchase Plan. Also includes 30,410 unvested restricted stock units ("RSUs") and does not include 5,214 performance-based restricted stock units ("PVUs") for which the performance period has ended and a payout performance period was achieved but remain unvested pending continued employment with the Issuer. Pursuant to the terms of the Merger Agreement, all unvested RSUs and PVUs were assumed by the Issuer and converted into the right to receive an amount in cash, without interest, equal to (i) \$12.97 multiplied by (ii) the number of unvested RSUs and PVUs, less any required tax withholdings. The cash payout of the converted RSUs and PVUs will continue to vest and be subject to the same terms and conditions applicable to the RSUs and PVUs, including continued employment with the Issuer.
- For PVUs with a performance period that by its terms has not ended, such PVUs will be assumed and converted into the right to receive cash assuming performance at 100% of target levels pursuant to the Merger Agreement.
- Outstanding shares disposed of pursuant to the Merger Agreement in exchange for \$12.97 for each share of the Issuer's common stock held by the Reporting Person.
- Stock options were cancelled pursuant to the Merger Agreement in exchange for a cash payment equal to the product of (i) the total number of shares of the Issuer's common stock subject to the cancelled stock option multiplied by (ii) the excess of \$12.97 over the per share exercise price of the stock option.

Remarks:

/s/ Pamela Fields, attorney-in-fact 09/18/2017

** 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.

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.

LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned, as an officer of WEST MARINE, INC. (the "Company"), hereby constitutes and appoints each of Pam Fields, Tom Moran and Linda Kennedy, and each of them signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of West Marine, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be necessary, desirable or legally required in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 6th day of December, 2013.

Signature /s/ Barry Kelley

Print Name Barry Kelley

WITNESS:

Signature /s/ Amanda Coullahan

Print Name Amanda Coullahan