

LABORDE ALDEN J  
Form 4  
May 12, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**STATEMENT OF CHANGES IN 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 \*  
LABORDE ALDEN J

2. Issuer Name and Ticker or Trading Symbol  
GULF ISLAND FABRICATION INC [GIFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/11/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

POST OFFICE BOX 310, 583 THOMPSON ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOUMA, LA 70361

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/11/2010		J <sup>(1)</sup>	1,320 A \$ 0	30,620	D	
Common Stock					20,000	I	Through Corporation
Common Stock					924,700	I	Through Starboard Enterprises, LLC

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LABORDE ALDEN J POST OFFICE BOX 310 583 THOMPSON ROAD HOUMA, LA 70361		X		

## Signatures

Robin A. Seibert on behalf of Alden J. Laborde Pursuant to Power of Attorney 05/12/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Represents a distribution of issuer shares of common stock upon the dissolution of an exchange fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. >

See accompanying notes to financial statements.

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NAUTILUS, INC. 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
1. DESCRIPTION OF PLAN

The following description of the Nautilus, Inc. 401(k) Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document for a complete description of the Plan's provisions.

General - The Plan is a defined contribution 401(k) plan maintained for the benefit of all eligible employees of Nautilus, Inc. (the "Company" or "Nautilus"). The Plan was established effective January 1, 1999, and contributions to the Plan began on March 4, 1999. The Plan was amended and restated on January 1, 2009 to comply with the Employee Retirement Income Security Act of 1974 ("ERISA") and to standardize operating procedures.

Eligibility - The Plan is available to all full-time employees of the Company who are age 18 or older. The Plan is subject to the provisions of ERISA.

Trustee - T. Rowe Price Trust Company ("T. Rowe Price" or "TRP") is the Plan's trustee and holds all investments of the Plan.

Administration of the Plan - The Company is the named fiduciary and administrator of the Plan, as well as the plan sponsor, as defined by ERISA. The Company has contracted with T. Rowe Price to provide record keeping services with respect to the Plan.

Contributions - Participants may voluntarily contribute between 1% and 75% of their eligible compensation. Employee contributions were limited to \$17,000 in 2012 and \$16,500 2011, as prescribed by the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined contribution plans. After tax contributions are not permitted by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The deferral automatically increases by 1%, to a maximum of 6%, annually on January 1. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions subject to limitations of the IRC. Effective April 19, 2009, the Plan was amended to terminate employer matching contributions. Effective January 1, 2013, the Plan was amended to reinstate a company match. Matching contributions will be subject to certain limitations by the Plan. The Company will contribute and allocate to each eligible participant matching contributions equal to (i) 100% of the participant's elective deferrals that do not exceed 1% of compensation for the allocation period and (ii) 50% of the participant's elective deferrals that exceed of 1% of compensation for the allocation period but do not exceed 6% of compensation for the allocation period.

Investment Options - Participants direct the investment of their contributions and the Company's matching contributions into various investment options offered by the Plan. The Plan currently offers investments in Nautilus's common stock and mutual funds offered through a registered investment company. Participants may not direct more than 20% of their voluntary contributions or transfer more than 20% of their account balance into Nautilus' common stock.

Participant Accounts - A separate account is maintained for each participant. Each account is credited with the participant's and Company's matching contributions and allocations of Plan earnings. All amounts in participant accounts are participant directed.

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Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Previously, vesting in the Company's matching contribution portion of a participant's account, plus actual earnings thereon, was pursuant to the following vesting schedule.

Years of Service:	Vesting Percentage
Less than 1	—%
1	25%
2	100%

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Effective April 18, 2009, the Plan was amended to fully vest employer matching contributions for eligible employees who were either active on April 18, 2009 or terminated on or after July 24, 2008 and before April 18, 2009.

Payment of Benefits - Upon termination of service, a participant may receive (i) a lump-sum distribution equal to his or her vested account value, (ii) elect to maintain his or her account in the Plan until a future date, or (iii) elect to receive distributions in the form of installment payments.

Forfeitures - Forfeited non-vested balances are used to reduce future employer matching contributions. As of December 31, 2012 and 2011, forfeited non-vested balances totaled \$10,457 and \$7,208, respectively. During 2012 and 2011, \$3,082 and \$6,060 in forfeitures, respectively, were utilized to reduce employer corrective contributions.

Notes Receivable from Participants - The Plan allows participants to borrow from their accounts in amounts ranging from a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Only one loan per participant may be outstanding at any one time. Terms of all loans (other than primary residence loans) are five years. Primary residence loans are limited to fifteen years. Interest rates are based on the Wall Street Journal's Prime Rate published on the prior business day plus 1%. Loans outstanding as of December 31, 2012 bear interest at rates ranging from 4.25% to 6.00%. Loan repayments will be made via payroll deduction on a bi-weekly basis and will be reinvested according to the participant's investment allocation in effect at the time of the loan repayment. Loans are due in full 90 days from the date of a participant's termination of employment with Nautilus.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition - The Plan's investments are generally stated at fair value. The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

The Company's common stock is valued at the closing price reported on the New York Stock Exchange on the last business day of the Plan year.

The Stable Value Fund (see Note 5) is comprised of investment contracts which are stated at fair value (determined based on the net asset value of its underlying investments) and included as a component of investments in the statements of net assets available for benefits; the adjustment from fair value to contract value is reported in a separate line in the statements of net assets available for benefits. The statements of changes in net assets available for benefits are presented on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions in accordance with the terms of the Plan document.

Benefit Payments - Benefit payments are recorded when the funds are distributed.

Administrative Expenses - Generally, administrative expenses are paid by the Company, except for a nominal annual record-keeping fee charged to terminated employees.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan allows for investment in various securities including mutual funds, common/collective trust funds and the Company's common stock. Investment securities are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably

possible that changes in risks in the near term would materially affect (i) participant's account balances and (ii) the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

#### New Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirement in U.S. GAAP and IFRSs (ASU 2011-04), an amendment to the accounting standards related to fair value measurements and disclosure requirements that result in a consistent definition of fair value and common requirements for the measurement and disclosure of fair value between GAAP and International Financial Reporting Standards. This standard provides certain amendments to the existing guidance on the use and application of fair value measurements and maintains a definition of fair value that is based on the notion of exit price. This standard became effective for the Plan on January 1, 2012 and its adoption did not have a material impact on the Plan's financial statements.

### 3. FAIR VALUE MEASUREMENTS

Accounting guidance defines fair value as the price that would be received from selling an asset or the cost to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance. The Plan's valuation methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Accounting guidance also establishes a fair value hierarchy that requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. According to guidance, three levels of inputs may be used to measure fair value:

Level 1: quoted prices in active markets for identical assets;

Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets; or

Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common stocks - Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds - Valued at the net asset value as reported on national securities exchanges at the end of each business day.

Common collective trust funds - The Plan holds investments in the T. Rowe Price Stable Value Common Trust Fund, a common/collective trust fund ("the CCT"). T. Rowe Price is the trustee of the CCT. The CCT invests in guaranteed investment contracts, investment contracts, structured or synthetic investment contracts, separate account contracts,



and other similar instruments that are intended to maintain a constant net asset value while permitting participant-initiated, benefit-responsive withdrawals. Units in the CCT are valued based on the underlying investments, the majority of which are based on quoted prices in active markets for similar investments. However, units in common collective trust funds are not publicly traded, but rather, are redeemable only by the issuer. The value of the Plan's investment in common collective trust funds represents the value of the Plan's interests in the overall value of the common collective trust fund. The CCT is valued at fair value by using the net asset value ("NAV"). The NAV, as provided by the trustee of each common collective trust fund, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by each fund less its liabilities. This practical expedient would not be used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of any common

collective trust, each investment advisor reserves the right to temporarily delay withdrawal to ensure that securities liquidation will be carried out in an orderly business manner. The common collective trust funds had a fair value of approximately \$994,501 and \$1,056,422 as of December 31, 2012 and 2011, respectively, with no unfunded commitments, daily pricing frequency, and full redemption notice periods that require 12 or 30 months of advance written notice.

In accordance with the update to ASC 820, the following table presents investments measured at fair value, categorized on the basis of the investments' nature and risk, as of December 31, 2012:

	Fair Value as of December 31, 2012		Total
	Level 1	Level 2	
Mutual funds:			
U.S. small-cap equities	\$ 704,564		\$ 704,564
U.S. mid-cap equities	1,492,868		1,492,868
U.S. large-cap equities	3,165,681		3,165,681
Non-U.S. large-cap equities	831,535		831,535
Intermediate-term corporate bonds	731,507		731,507
Balanced	6,866,066		6,866,066
Common stock of Nautilus, Inc.	277,069		277,069
Stable Value Fund (Note 5)	—	\$ 994,501	994,501
Total fair value of investments	\$ 14,069,290	\$ 994,501	\$ 15,063,791

The following table presents investments measured at fair value as of December 31, 2011:

	Fair Value as of December 31, 2011		Total
	Level 1	Level 2	
Mutual funds:			
U.S. small-cap equities	\$ 653,960		\$ 653,960
U.S. mid-cap equities	1,347,018		1,347,018
U.S. large-cap equities	2,940,820		2,940,820
Non-U.S. large-cap equities	668,407		668,407
Intermediate-term corporate bonds	762,046		762,046
Balanced	5,728,848		5,728,848
Common stock of Nautilus, Inc.	160,681		160,681
Stable Value Fund (Note 5)	—	\$ 1,056,422	1,056,422
Total fair value of investments	\$ 12,261,780	\$ 1,056,422	\$ 13,318,202

#### 4. INVESTMENTS

The Plan's investments (including investments purchased and sold as well as held during the year) appreciated (depreciated) in fair value, as determined by quoted market prices, in the years ended December 31 as follows:

	Year ended December 31,		
	2012	2011	
Mutual funds	\$ 1,616,668	\$ (650,640	)
Nautilus, Inc. common stock	147,429	(3,278	)

Explanation of Responses:

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Net increase (decrease) in fair value of investments	\$1,764,097	\$(653,918)	)
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The following table presents investments representing 5% or more of the fair value of the Plan's net assets as of December 31:

	As of December 31,	
	2012	2011
T. Rowe Price Growth Stock Fund	\$ 1,870,918	\$ 1,702,339
T. Rowe Price Retirement 2030 Fund	2,050,167	1,541,816
T. Rowe Price Retirement 2040 Fund	1,483,951	1,222,962
T. Rowe Price Mid-Cap Growth Fund	1,287,711	1,149,574
T. Rowe Price Stable Value Fund Sch E(*)	994,501	1,056,422
T. Rowe Price Balanced Fund	1,088,031	1,139,100
Oakmark International Fund	831,535	668,407
T. Rowe Price Retirement 2020 Fund	1,309,365	1,032,907
PIMCO Total Return Fund	731,507	762,046
Investments that represent less than 5%	3,416,105	3,042,629
Total investments, at fair value	\$ 15,063,791	\$ 13,318,202

(\*) T. Rowe Price Stable Value Fund is stated at fair value. Contract value for this fund is \$953,510 and \$1,019,580 as of December 31, 2012 and 2011, respectively.

#### 5. STABLE VALUE FUND

The Stable Value Fund (the "Fund") is a common trust fund sponsored by T. Rowe Price. The Fund invests principally in guaranteed investment contracts (GICs) issued by insurance companies; investment contracts issued by banks (BICs); structured or synthetic investment contracts (SICs) issued by banks, insurance companies and other issuers, as well as the securities supporting such SICs (underlying assets); separate account contracts (SACs); and other similar instruments that are intended to maintain a constant net asset value (NAV) while permitting participant-initiated benefit-responsive withdrawals for certain events (collectively, investment contracts).

The beneficial interest of each participant is represented by units. Fund units may be redeemed on a daily basis to meet benefit payments and other participant-initiated withdrawals permitted by the Plan at the Fund's constant NAV of \$1 per unit. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit, although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value.

Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Limitations on Contract Value Transactions and Circumstances that Impact the Fund - The existence of certain conditions can limit the Fund's ability to transact at contract value with the issuers of its investment contracts.

Specifically, any event outside the normal operation of the Fund that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the trust or a unit holder, tax disqualification of the trust or a unit holder, and certain trust amendments if the issuer's consent is not obtained.

In addition, issuers of investment contracts have certain rights to terminate a contract and settle at an amount that differs from contract value. For example, certain breaches by the Fund of its obligations, representations or warranties under the terms of an investment contract can result in its termination at market value, which may differ from contract value. Investment contracts also may provide for termination with no payment obligation from the issuer if the performance of the contract constitutes a prohibited transaction under ERISA or other applicable law. SICs and SACs

also may provide issuers with the right to reduce contract value in the event an underlying investment suffers a credit event or the right to terminate the contract in the event certain investment guidelines are materially breached and not cured.

There is also no guarantee that the Fund will always be able to have SICs in place with respect to its fixed income securities or that it will be able to invest the desired portion of its assets in investment contracts that are fully benefit responsive. In the event a replacement from another issuer cannot be secured, the Fund will have to recognize currently the fair value of certain assets, possibly including the contract and/or underlying assets. These values may be less than

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contract value and could result in a loss of principal and/or reduction in earnings with respect to unit holders' investment in the Fund. Further, in the case of a SAC, the Fund could experience a delay in accessing the assets in the underlying separate account, which, in turn, could result in a further loss of value or earnings. Similarly, a loss of principal or reduction of earnings could occur as a result of a GIC issuer's bankruptcy or other significant credit event that causes the issuer to not satisfy its payment obligations.

The average yield earned based on the change in the net asset value between the beginning and the end of the year was 2.36% and 2.69% for the years ended December 31, 2012 and 2011, respectively. The average yield earned with an adjustment to reflect the actual interest rate credited to participants was 2.45% and 2.97% for the years ended December 31, 2012 and 2011, respectively.

#### 6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in shares of the Company's common stock, at the direction of the participants, and shares of mutual funds and the Stable Value fund managed by T. Rowe Price. TRP is the trustee and record keeper as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions under U.S. Department of Labor regulations.

#### 7. INCOME TAX STATUS

The Plan is based on an underlying non-standardized prototype plan. The prototype plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service ("IRS") stated that the prototype plan, as then designed, was qualified under the applicable requirements of the IRC. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan meets the criteria for qualification under the IRC, and that, the related trust is tax exempt. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require the recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

#### 8. PLAN TERMINATION

While it has not expressed any intent to do so, the Company may terminate the Plan at any time, subject to the provisions of ERISA. In the event of total or partial termination of the Plan, participants will become 100% vested in their accounts.

#### 9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Following is a reconciliation to IRS Form 5500 of net assets available for benefits as of December 31:

	As of December 31,	
	2012	2011
Net assets available for benefits	\$ 15,283,954	\$ 13,514,288
Fair value adjustment of fully benefit-responsive investment contracts	40,991	36,842
Net assets available for benefits per IRS Form 5500, at fair value	\$ 15,324,945	\$ 13,551,130

Following is a reconciliation to IRS Form 5500 of changes in net assets available for benefits for the years ended December 31:

	Year ended December 31,	
	2012	2011
Increase (decrease) in net assets	\$ 1,769,666	\$ (1,312,547 )

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Fair value adjustment of fully benefit-responsive investment contracts	4,149	(7,959	)
Net income (loss) per IRS Form 5500	\$1,773,815	\$(1,320,506	)

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NAUTILUS, INC. 401(k) SAVINGS PLAN  
 FORM 5500, SCHEDULE H, LINE 4i-  
 SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2012  
 EIN# 94-3002667  
 PLAN# 001

(a)	(b) Identity of Issue/ (c) Description of Investment	(d) Cost (1)	(e) Current Value
	<b>Mutual Funds:</b>		
	Bond Funds		
	PIMCO Total Return Fund		\$731,507
	Stock Funds		
	Oakmark International Fund		831,535
*	T. Rowe Price Balanced Fund		1,088,031
*	T. Rowe Price Equity Income Fund		712,914
*	T. Rowe Price Equity Index 500 Fund		581,848
*	T. Rowe Price Growth Stock Fund		1,870,918
*	T. Rowe Price Mid-Cap Growth Fund		1,287,711
*	T. Rowe Price Mid-Cap Value Fund		205,157
*	T. Rowe Price Retirement Income Fund		97,226
*	T. Rowe Price Retirement 2010 Fund		181,617
*	T. Rowe Price Retirement 2020 Fund		1,309,365
*	T. Rowe Price Retirement 2030 Fund		2,050,167
*	T. Rowe Price Retirement 2040 Fund		1,483,951
*	T. Rowe Price Retirement 2050 Fund		655,709
*	T. Rowe Price Small-Cap Value Fund		399,475
	RS Small Cap Equity A		305,090
	Total mutual funds		13,792,221
	<b>Common Trust Fund:</b>		
*	T. Rowe Price Stable Value Fund Sch E		994,501
*	Nautilus, Inc. Common Stock		277,069
	Participant Loans - Interest rates ranging from 4.25% - 6.00%, maturing from 03/27/13 to 12/09/17	\$ 0	261,146
			\$15,324,937

\*Denotes a party-in-interest with respect to the Plan.

(1) Historical cost information is not required for participant-directed investments.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the plan administrator of the Nautilus, Inc. 401(k) Savings Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

NAUTILUS, INC. 401(k) SAVINGS PLAN  
(Name of Plan)

Date: June 27, 2013

By: /s/ Wayne M. Bolio  
Wayne M. Bolio  
Senior Vice President, Law and Human Resources, and  
General Counsel  
Nautilus, Inc.