

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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>ARMSTRONG THEODORE M</u> _____ (Last) (First) (Middle) <u>7730 CARONDELET, SUITE 103</u> _____ (Street) <u>ST. LOUIS MO 63105</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CABELAS INC [CAB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/25/2017		D		23,279	D	\$61.5 ⁽¹⁾	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)		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 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
Stock Option (right to buy)	\$19.47	09/25/2017		D			3,000	05/12/2011 ⁽²⁾	05/12/2018	Common Stock	3,000	(2)	0	D	
Stock Option (right to buy)	\$23.52	09/25/2017		D			3,000	06/09/2012 ⁽²⁾	06/09/2019	Common Stock	3,000	(2)	0	D	
Stock Option (right to buy)	\$34.44	09/25/2017		D			3,000	06/07/2013 ⁽²⁾	06/07/2020	Common Stock	3,000	(2)	0	D	
Stock Option (right to buy)	\$61.23	09/25/2017		D			5,000	06/05/2015 ⁽²⁾	06/05/2022	Common Stock	5,000	(2)	0	D	
Stock Option (right to buy)	\$51.35	09/25/2017		D			3,047	06/04/2016 ⁽²⁾	06/04/2023	Common Stock	3,047	(2)	0	D	
Stock Option (right to buy)	\$50.45	09/25/2017		D			3,139	06/06/2017 ⁽²⁾	06/06/2024	Common Stock	3,139	(2)	0	D	

Explanation of Responses:

1. Disposed of pursuant to the terms of the Agreement and Plan of Merger, dated October 3, 2016, as amended by the Amendment to Agreement and Plan of Merger, dated April 17, 2017, and as otherwise amended from time to time (the "Merger Agreement"), by and among issuer, Bass Pro Group, LLC, and Prairie Merger Sub, Inc., in exchange for a cash payment of \$61.50 per share.

2. Pursuant to the terms of the Merger Agreement, upon consummation of the transactions contemplated thereby, these stock options were automatically cancelled and, in exchange therefor, the reporting person became entitled to the right to receive an amount in cash equal to the product of (i) the number of common shares subject to such stock option multiplied by (ii) the excess, if any, of (A) \$61.50 over (B) the exercise price per common share of such stock option.

Remarks:

Brent LaSure, Attorney-in-
Fact 09/25/2017

** 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.