

J M SMUCKER Co
Form 4
July 15, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 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 *
Centerview Capital LP

(Last) (First) (Middle)

C/O CENTERVIEW CAPITAL, 3 GREENWICH OFFICE PARK, 2ND FLOOR

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
J M SMUCKER Co [SJM]

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
May be a member of 13(d) group

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, without par value | 07/15/2015 | | S | 907,556 (2) | \$ 103.82 0 (1) | I | Held through Blue Holdings I, L.P. (2) (3) (4) |

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

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number.

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 Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Centerview Capital LP
C/O CENTERVIEW CAPITAL
3 GREENWICH OFFICE PARK, 2ND FLOOR
GREENWICH, CT 06831

May be a member of 13(d) group

Centerview Capital GP, L.P.
C/O CENTERVIEW CAPITAL
3 GREENWICH OFFICE PARK, 2ND FLOOR
GREENWICH, CT 06831

May be a member of 13(d) group

Center Capital GP LLC
C/O CENTERVIEW CAPITAL
3 GREENWICH OFFICE PARK, 2ND FLOOR
GREENWICH, CT 06831

May be a member of 13(d) group

Centerview Capital Holdings LLC
C/O CENTERVIEW CAPITAL
3 GREENWICH OFFICE PARK, 2ND FLOOR
GREENWICH, CT 06831

May be a member of 13(d) group

Signatures

CENTERVIEW CAPITAL, L.P. By: Centerview Capital GP, L.P., its general partner By:
Centerview Capital GP, LLC, its general partner By: /s/ Jeanne Vicari Name: Jeanne Vicari
Title: Vice President

07/15/2015

__Signature of Reporting Person

Date

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| | |
|--|------------|
| CENTERVIEW CAPITAL GP, L.P. By: Centerview Capital GP, LLC, its general partner By: /s/ Jeanne Vicari Name: Jeanne Vicari Title: Vice President | 07/15/2015 |
| __Signature of Reporting Person | Date |
| CENTERVIEW CAPITAL GP, LLC By: /s/ Jeanne Vicari Name: Jeanne Vicari Title: Vice President | 07/15/2015 |
| __Signature of Reporting Person | Date |
| CENTERVIEW CAPITAL HOLDINGS, LLC By: /s/ Jeanne Vicari Name: Jeanne Vicari Title: Vice President | 07/15/2015 |
| __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) This amount represents the secondary price per share of common stock, without par value ("Common Stock"), of The J.M. Smucker Company (the "Issuer") received by Blue Holdings I, L.P. ("Blue Holdings") in an underwritten secondary block trade.

These shares represent shares of Common Stock that were sold by Blue Holdings as part of a sale by Blue Holdings of an aggregate of 4,921,934 shares of Common Stock. Blue Holdings directly owns all of the shares of Common Stock reported in this statement. Prior to
- (2) the sale Centerview Capital, L.P. and certain of its affiliated investment funds held limited partner interests in Blue Holdings and Centerview Capital, L.P. (and one of its affiliated investment funds) held membership interests in, and had the right to appoint managers to the board of, Blue Holdings GP, LLC, the general partner of Blue Holdings.
- (3) The general partner of Centerview Capital, L.P. is Centerview Capital GP, L.P., the general partner of Centerview Capital GP, L.P. is Centerview Capital GP, LLC and the sole member of Centerview Capital GP, LLC is Centerview Capital Holdings, LLC.

Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of
- (4) this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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.