

Manitowoc Foodservice, Inc.
 Form 4
 March 07, 2016

FORM 4

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

OMB APPROVAL

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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 *
MANITOWOC CO INC

2. Issuer Name and Ticker or Trading Symbol

Manitowoc Foodservice, Inc. [MFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2400 SOUTH 44TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2016

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

MANITOWOC, WI 54221-0066
 (City) (State) (Zip)

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

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	03/04/2016		J(1)		137,016,612	A	\$ 0
Common Stock, \$0.01 par value	03/04/2016		J(2)		137,016,712	D	\$ 0

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

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 (9-02)

displays a currently valid OMB control 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 (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
MANITOWOC CO INC 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066		X		

Signatures

/s/ Carl J. Laurino, Sr. Vice President & Chief Financial Officer
03/07/2016

**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) In connection with the spin-off of Manitowoc Foodservice, Inc. ("Foodservice") by The Manitowoc Company, Inc. ("Manitowoc"), and pursuant to the terms and conditions of the Separation and Distribution Agreement by and between Foodservice and Manitowoc, dated as of March 4, 2016 (the "Separation Agreement"), Manitowoc received 137,016,612 shares of Foodservice common stock which, when combined with the 100 shares held by Manitowoc prior thereto, equals the number of Foodservice shares of common stock distributed by Manitowoc in the Distribution, as such term is defined in the Separation Agreement.
- (2) In connection with the spin-off of Foodservice by Manitowoc and pursuant to the terms and conditions of the Separation Agreement, Manitowoc effected the Distribution, as such term is defined in the Separation Agreement, on March 4, 2016, and distributed all shares of Manitowoc on a pro rata basis to the holders of record of Manitowoc common stock as of February 22, 2016, the record date.

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.