

FAIRMOUNT SANTROL HOLDINGS INC.
Form 4
December 09, 2016

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 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 *
ASP FML Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
FAIRMOUNT SANTROL HOLDINGS INC. [FMSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2016

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

C/O AMERICAN SECURITIES LLC, 299 PARK AVENUE, 34TH FLOOR

(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
X Form filed by More than One Reporting Person

NEW YORK, NY 10171

(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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/07/2016		S	23,000,000 D \$ 8.5375	48,156,624 (1) (2)	D (1) (2)	

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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASP FML Holdings, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		
ASP FML Investco, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		
American Securities Partners V, L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		
American Securities Partners V(B), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171		X		
American Securities Partners V (C) L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171		X		
ASP FML Co-Invest I, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		
American Securities Associates V, LLC C/O AMERICAN SECURITIES LLC THE CHRYSLER CENTER, 666 THIRD AVENUE		X		

NEW YORK, NY 10017

ASP Manager Corp.
C/O AMERICAN SECURITIES LLC
299 PARK AVENUE, 34TH FLOOR
NEW YORK, NY 10171 X

AMERICAN SECURITIES LLC
299 PARK AVENUE
34TH FLOOR
NEW YORK, NY 10171 X

Signatures

ASP FML Holdings LLC, INC. By: ASP Manager Corp., its manager By: /s/ Michael G. Fisch President 12/08/2016

__Signature of Reporting Person Date

ASP FML Investco, LLC By: ASP Manager Corp., its manager By: /s/ Michael G. Fisch President 12/08/2016

__Signature of Reporting Person Date

American Securities Partners V, L.P. By: American Securities Associates V, LLC, its general partner By: /s/ Michael G. Fisch Managing Member 12/08/2016

__Signature of Reporting Person Date

American Securities Partners V(B), L.P. By: American Securities Associates V, LLC, its general partner By: /s/ Michael G. Fisch Managing Member 12/08/2016

__Signature of Reporting Person Date

American Securities Partners V(C), L.P. By: American Securities Associates V, LLC, its general partner By: /s/ Michael G. Fisch Managing Member 12/08/2016

__Signature of Reporting Person Date

ASP FML Co-Invest I, LLC By: ASP Manager Corp., its manager By: /s/ Michael G. Fisch President 12/08/2016

__Signature of Reporting Person Date

American Securities Associates V, LLC By: /s/ Michael G. Fisch Managing Member 12/08/2016

__Signature of Reporting Person Date

ASP Manager Corp., By: /s/ Michael G. Fisch President 12/08/2016

__Signature of Reporting Person Date

American Securities LLC By: /s/ Michael G. Fisch President and Chief Executive Officer 12/08/2016

__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) The shares are directly owned by ASP FML Holdings, LLC ("ASPFMLHoldings") and may also be deemed to be indirectly beneficially owned by: (i) ASP FML Investco, LLC ("ASPFMLInvestco"), the owner of a majority of the membership interests in ASPFMLHoldings; (ii) American Securities Partners V, L.P., American Securities Partners V(B), L.P. and American Securities Partners V(C), L.P. (each, a "Sponsor") and ASP FML Co-Invest I, LLC ("ASPFMLCoinvest"), the owners of a majority of the membership interests in ASPFMLInvestco; and (iii) American Securities Associates V, LLC ("GP"), the general partner of each Sponsor. American Securities

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LLC ("ASLLC") provides investment advisory services to each Sponsor and to the GP. ASP Manager Corp., a wholly owned subsidiary of ASLLC, is the manager of ASPFML Holdings, ASPFMLInvestco and ASPFMLCoinvest.

- Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary
- (2) interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.