

FMSA HOLDINGS INC  
Form 3  
October 02, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Fodo Joseph D.		(Month/Day/Year)	FMSA HOLDINGS INC [FMSA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/02/2014		
8834 MAYFIELD ROAD			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CHESTERLAND, OH 44026			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			See Remarks	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock <sup>(1)</sup>	638,588	D	^
Class A Common Stock <sup>(1)</sup>	780,266	I	Joseph Darrell Fodo Revocable Trust dated September 10, 2007
Class A Common Stock <sup>(1)</sup>	473,586	I	Joseph D. Fodo Grantor Retained Annuity Trust dated June 24, 2011
Class B Common Stock <sup>(1)</sup>	0	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock option, right to purchase one share of Class A Common	Â (5)	06/01/2017	Class A Common Stock	1,360,000	\$ 1.42	D	Â
Stock option, right to purchase one share of Class A Common	Â (5)	05/01/2018	Class A Common Stock	850,000	\$ 1.42	D	Â
Stock option, right to purchase one share of Class A Common	Â (5)	10/22/2019	Class A Common Stock	510,000	\$ 1.42	D	Â
Stock option, right to purchase one share of Class B Common (2)	Â (3)	12/07/2020	Class B Common Stock	255,000	\$ 3.56	D	Â
Stock option, right to purchase one share of Class B Common (2)	Â (4)	12/10/2023	Class B Common Stock	85,000	\$ 10.45	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fodo Joseph D. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026	Â	Â	Â See Remarks	Â

## Signatures

/s/ Joseph D. Fodo by David J. Crandall

10/02/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Upon the closing of the issuer's initial public offering, the issuer's Class A Common Stock and Class B Common Stock will automatically convert into Common Shares of the issuer on a 1-for-1 basis.
  - (2) The Class B Common Stock options are fully exercisable seven years from the grant date. The vesting schedule can be accelerated as to 1/5 of the shares at the end of each fiscal year over a five-year period, provided (i) the issuer meets a specified EBITDA target and (ii) the reporting person has been an employee or key non-employee at all times from the grant date. If the Company fails to meet the EBITDA target for a fiscal year, but meets a cumulative EBITDA target in that year or a later year (and the reporting person has been an employee or key non-employee at all times from the grant date through the last day of such later year), the applicable percentage of the

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option which would have become exercisable pursuant to the vesting schedule shall become exercisable.

- (3) The options became exercisable as to: (i) 51,000 of the shares on 12/31/11, (ii) 51,000 of the shares on 12/31/12 and (iii) 51,000 on 12/31/13. The remaining 102,000 options will become fully exercisable on 12/7/17.
- (4) The options will become fully exercisable on 12/10/20.
- (5) Currently exercisable.

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### Remarks:

ExecutiveÂ ViceÂ PresidentÂ andÂ ChiefÂ OperatingÂ Officer

ThisÂ FormÂ 3Â isÂ beingÂ filedÂ inÂ connectionÂ withÂ theÂ effectivenessÂ ofÂ theÂ RegistrationÂ StatementÂ onÂ F

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.