

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)

<p>1. Name and Address of Reporting Person *</p> <p>Å Deckard Jenniffer D.</p> <p>(Last) (First) (Middle)</p> <p>8834 MAYFIELD ROAD</p> <p>(Street)</p> <p>CHESTERLAND, Å OH Å 44026</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/02/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FMSA HOLDINGS INC [FMSA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>President and CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 ⁽¹⁾	1,006,026	I	As trustee of the Abbey Jo Deckard Trust
Class A Common Stock ⁽¹⁾	1,006,026	I	As trustee of the Connor John Deckard Trust
Class A Common Stock ⁽¹⁾	353,600	I	As spouse to the trustee of Jenniffer D. Deckard Irrevocable Trust dated December 27, 2012
Class A Common Stock ⁽¹⁾	1,927,968	I	As trustee of Jenniffer D. Deckard Family trust U/A/D February 28, 2010
Class B Common Stock ⁽¹⁾	8,500	I	As trustee of Jenniffer D. Deckard Family trust U/A/D February 28, 2010
Class A Common Stock ⁽¹⁾	102,000	I	

As trustee of Darryl K. Deckard Irrevocable Trust dated August 29, 2014

Class A Common Stock ⁽¹⁾ 510,000

I As trustee of Jenniffer Deckard Grantor Retained Annuity Trust #3 dated August 7, 2014

Class A Common Stock ⁽¹⁾ 0

I ASP FML Holdings, LLC ⁽²⁾

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)

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 ⁽⁶⁾	10/22/2019	Common Stock	408,000	\$ 1.42	D	Â
Stock option, right to purchase one share of Class B Common ⁽³⁾	Â ⁽⁴⁾	12/07/2020	Common Stock	255,000	\$ 3.56	D	Â
Stock option, right to purchase one share of Class B Common ⁽³⁾	Â ⁽⁵⁾	12/10/2023	Common Stock	85,000	\$ 10.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deckard Jenniffer D. 8834 MAYFIELD ROAD CHESTERLAND, Â OH Â 44026	Â X	Â	Â President and CEO	Â

Signatures

/s/ Jenniffer D. Deckard by David J. Crandall 10/02/2014

⁽³⁾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 spouse of Ms. Deckard, through his ownership of ASP FML Holdings, LLC, has an indirect economic relationship in 930,455 shares. Ms. Deckard may be deemed to share voting and investment control of these shares, but disclaims beneficial ownership of such shares, except to the extent of her pecuniary interest therein.
- (3) 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 option which would have become exercisable pursuant to the vesting schedule shall become exercisable.
- (4) These options became exercisable as to: (i) 51,000 of the shares on 12/31/11, (ii) 51,000 of the shares on 12/13/12 and (iii) 51,000 of the shares on 12/31/13. The remaining 102,000 shares will become fully exercisable on 12/7/17.
- (5) These options will become fully exercisable on 12/10/20.
- (6) Currently exercisable

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Remarks:

This Form 3 is being filed in connection with the effectiveness of the Registration Statement on F

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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