#### Edgar Filing: FMSA HOLDINGS INC - Form 3

#### 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement FMSA HOLDINGS INC [FMSA] Smith Van T. (Month/Day/Year) 10/02/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 8834 MAYFIELD ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person (give title below) (specify below) CHESTERLAND, OHÂ 44026 Form filed by More than One **Executive Vice President** Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Class A Common Stock (1) 250,138 Â Class B Common Stock (1) 81,600 D Self, Trustee of Van Smith **Grantor Retained Annuity Trust** Class A Common Stock (1) Ι 238,000 #1 Under Trust Agreement dated 06/26/2014 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a

currently valid OMB control number.

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 Exerc Expiration D (Month/Day/Year)		Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock option, right to purchase one share of Class B Common (2)	(3)	12/07/2020	Common Stock	156,400	\$ 3.56	D	Â
Stock option, right to purchase one share of Class B Common (2)	(4)	07/31/2023	Common Stock	17,000	\$ 10.45	D	Â
Stock option, right to purchase one share of Class B Common (2)	(5)	12/10/2023	Common Stock	85,000	\$ 10.45	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Smith Van T. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026	Â	Â	Executive Vice President	Â			

### **Signatures**

/s/ Van T. Smith 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.
  - 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.
- (3) The options became exercisable as to: (i) 31,820 of the shares on 12/31/11, (ii) 31,820 of the shares on 12/31/12 and (iii) 31,820 on 12/31/13. The remaining 62,560 options will become fully exercisable on 12/7/17.
- (4) The options became exercisable as to 3,400 of the shares on 12/31/13. The remaining 13,600 options will become fully exercisable on 7/31/20.
- (5) The options will become fully exercisable on 12/10/20.

Reporting Owners 2

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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. 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.