

FMSA HOLDINGS INC
Form 4
October 10, 2014

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 *
Clancey Gerald L.

(Last) (First) (Middle)
8834 MAYFIELD ROAD
(Street)

CHESTERLAND, OH 44026

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common stock	04/18/2014		P	V	19,754	A	\$ 11.15	4,231,096	D	
Common stock	10/08/2014		S		232,084	D	\$ 15.16	3,999,012	I	See Footnote (1)
Common stock	10/08/2014		S		53,278	D	\$ 15.16	3,945,734	I	See Footnote (2)
Common stock	10/08/2014		S		87,244	D	\$ 15.16	3,858,490	I	See Footnote (3)

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Common stock	10/08/2014		S	87,244	D	\$ 15.16	3,771,246	I	See Footnote (4)
Common stock	10/08/2014		S	68,000	D	\$ 15.16	3,703,246	I	See Footnote (5)
Common stock	10/08/2014		S	68,000	D	\$ 15.16	3,635,246	I	See Footnote (6)
Common stock	10/08/2014		S	34,000	D	\$ 15.16	3,601,246	I	See Footnote (7)
Common stock	10/08/2014		S	34,000	D	\$ 15.16	3,567,246	I	See Footnote (8)
Common stock	10/08/2014		S	34,000	D	\$ 15.16	3,533,246	I	See Footnote (9)
Common stock	10/08/2014		S ⁽¹⁰⁾	19,754	D	\$ 15.16	3,513,492	I	See Footnote (11)
Restricted Stock Unit (12)	10/09/2014		A	4,386	A	\$ 0	3,517,878	D	

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

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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 Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clancey Gerald L. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026			Executive Vice President	

Signatures

/s/ Gerald L. Clancey by David J. Crandall	10/10/2014
<u> </u> 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) Gerald L. Clancey Grantor Retained Annuity Trust No. 1
- (2) Gerald L. Clancey Grantor Retained Annuity Trust No. 2
- (3) Gerald L. Clancey Grantor Retained Annuity Trust No. 3
- (4) Gerald L. Clancey Grantor Retained Annuity Trust No. 4
- (5) Gerald L. Clancey Grantor Retained Annuity Trust No. 5
- (6) Gerald L. Clancey Grantor Retained Annuity Trust No. 6
- (7) Gerald L. Clancey Grantor Retained Annuity Trust No. 7
- (8) Gerald L. Clancey Grantor Retained Annuity Trust No. 8
- (9) Gerald L. Clancey Grantor Retained Annuity Trust No. 9

(10) Mr. Clancey's sale of common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 19,754 shares of common stock, with Mr. Clancey's purchase of 19,754 shares of common stock at a price of \$11.15 on April 18, 2014. Mr. Clancey has agreed to pay to FMSA, upon settlement of the sale, \$79,242.59, representing the full amount of the profit realized in connection with the short-swing transaction.

(11) Gerald L. Clancey Trust No. 1

(12) The restricted stock units vest on October 2, 2019 but will be subject to accelerated vesting upon the achievement of certain pre-established cumulative EBITDA targets.

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.