

Summit Materials, Inc.
Form 3
March 12, 2015

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 and Ticker or Trading Symbol | |
| Â Blackstone Holdings II L.P. | | (Month/Day/Year) | Summit Materials, Inc. [SUM] | |
| (Last) | (First) | (Middle) | 03/12/2015 | |
| C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10154 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" 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 B Common Stock | 69,007,297 | I | See Footnotes <u>(1)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |

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 | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|-----------------|----------------------------------|----------|--|--|
| LP Units of Summit Materials Holdings L.P. | Â (2) | Â (2) | Common Stock | 44,511,949 | \$ (2) | I | See Footnotes (3) (9) (10) (11) (12) (13) |
| LP Units of Summit Materials Holdings L.P. | Â (2) | Â (2) | Common Stock | 9,383,487 | \$ (2) | I | See Footnotes (4) (9) (10) (11) (12) (13) |
| LP Units of Summit Materials Holdings L.P. | Â (2) | Â (2) | Common Stock | 846,593 | \$ (2) | I | See Footnotes (5) (9) (10) (11) (12) (13) |
| LP Units of Summit Materials Holdings L.P. | Â (2) | Â (2) | Common Stock | 71,733 | \$ (2) | I | See Footnotes (6) (9) (10) (11) (12) (13) |
| LP Units of Summit Materials Holdings L.P. | Â (2) | Â (2) | Common Stock | 41,685 | \$ (2) | I | See Footnotes (7) (9) (10) (11) (12) (13) |
| LP Units of Summit Materials Holdings L.P. | Â (2) | Â (2) | Common Stock | 11,940 | \$ (2) | I | See Footnotes (8) (9) (10) (11) (12) (13) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Holdings I/II GP Inc C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |

Signatures

BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner,
By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

03/12/2015

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 03/12/2015 |
| <u>Signature of Reporting Person</u> | Date |
| THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 03/12/2015 |
| <u>Signature of Reporting Person</u> | Date |
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 03/12/2015 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ STEPHEN A. SCHWARZMAN | 03/12/2015 |
| <u>Signature of Reporting Person</u> | 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) Reflects securities held directly by Summit Owner Holdco LLC. Summit Owner Holdco LLC is controlled by Summit Materials Holdings GP, Ltd. ("Summit GP"). Summit GP may be deemed to be controlled by Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P.
- (2) Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, limited partnership units of Summit Materials Holdings L.P. ("LP Units") held by the Reporting Persons are exchangeable for shares of the issuer's Class A common stock on a one-for-one basis.
- (3) Reflects securities of the issuer held directly by Blackstone Capital Partners (Cayman) V-NQ L.P.
- (4) Reflects securities of the issuer held directly by Blackstone Capital Partners (Cayman) NQ V-AC L.P.
- (5) Reflects securities of the issuer held directly by Summit BCP Intermediate Holdings L.P. The general partner of Summit BCP Intermediate Holdings L.P. is Summit BCP Intermediate Holdings GP, Ltd. Summit BCP Intermediate Holdings GP, Ltd. is owned by Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P.
- (6) Reflects securities of the issuer held directly by Blackstone Family Investment Partnership (Cayman) V NQ L.P.
- (7) Reflects securities of the issuer held directly by Blackstone Participation Partnership (Cayman) V NQ L.P. (collectively with Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Summit BCP Intermediate Holdings L.P. and Blackstone Family Investment Partnership (Cayman) V NQ L.P., the "Blackstone Funds").
- (8) Reflects securities held directly by Summit GP. Summit GP may be deemed to be controlled by Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P.
- (9) The general partner of each of Blackstone Capital Partners (Cayman) V-NQ L.P. and Blackstone Capital Partners (Cayman) NQ V-AC L.P. is Blackstone Management Associates (Cayman) V-NQ L.P. The general partners of each of Blackstone Management Associates (Cayman) V NQ L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P. are Blackstone LR Associates (Cayman) V-NQ Ltd. and BCP V-NQ L.L.C.
- (10) Blackstone Holdings II L.P. is the sole member of BCP V - NQ GP L.L.C. and the controlling shareholder of Blackstone LR Associates (Cayman) V-NQ Ltd. The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (11) Due to the limitations of the electronic filing system Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Summit BCP Intermediate Holdings L.P., Summit BCP Intermediate Holdings GP, Ltd., Blackstone Family Investment Partnership (Cayman) V NQ L.P., Blackstone Participation Partnership (Cayman) V NQ L.P., Blackstone Management Associates (Cayman) V-NQ L.P., BCP V-NQ L.L.C. and Blackstone LR Associates (Cayman) V-NQ Ltd. are filing a separate Form 3.

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- (12) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- (13) Each of the Reporting Persons (other than the Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Blackstone Funds, Summit Owner Holdco LLC and Summit GP, except to the extent of such Reporting Person's pecuniary interest therein, if any, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 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.