

FAIRMOUNT SANTROL HOLDINGS INC.  
 Form 4  
 March 09, 2017

**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.

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/07/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP & Chief Commercial Officer

CHESTERLAND, OH 44026

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/07/2017		S <sup>(1)</sup>	6,941 D \$ 9.26	425,894 <sup>(2)</sup>	D	
Common Stock					2,242,468	I	Gerald L. Clancey Trust No. 1
Common Stock					100,436	I	Gerald L. Clancey Grantor Retained Annuity Trust No. 1

Common Stock	442,000	I	Gerald L. Clancey Irrevocable Trust dated December 13, 2012
Common Stock	442,000	I	The Connie J. Clancey Irrevocable Trust for the benefit of Gerald L. Clancey
Common Stock	326,430	I	By 401(k) Plan

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

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SEC 1474 (9-02)

**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 Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clancey Gerald L. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026			EVP & Chief Commercial Officer	

## Signatures

/s/ Gerald L. Clancey, by David J. Crandall, his attorney-in-fact pursuant to Power of Attorney dated September 25, 2014, on file with the Commission

03/09/2017

\_\_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).

The transaction reflects the number of shares of Common Stock sold pursuant to the terms of the Restricted Stock Unit Agreement and in

- (1) accordance with the Fairmount Santrol Holdings Inc. 2014 Long Term Incentive Plan, to satisfy the reporting person's tax withholding obligations upon the vesting of 21,750 restricted stock units.
- (2) Includes an aggregate of 119,836 restricted stock units.

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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