

Clancey Gerald L.  
Form 4  
March 05, 2018

**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)  
03/02/2018

\_\_\_\_ 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 Beneficial Ownership (Instr. 4)
Common Stock	03/02/2018		S <sup>(1)</sup>	V Amount (D) Price 4,338 D \$ 4.455	421,556 <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.

**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.**

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(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)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Clancey Gerald L.  
8834 MAYFIELD ROAD  
CHESTERLAND, OH 44026

Director    10% Owner    Officer    Other

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

03/05/2018

\_\_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 12,375 restricted stock units on March 1, 2018.
- (2) Includes an aggregate of 107,461 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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