

FMSA HOLDINGS INC  
 Form 3  
 October 02, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
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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 <b>and</b> Ticker or Trading Symbol	
Â Kelly William Patrick		(Month/Day/Year)	FMSA HOLDINGS INC [FMSA]	
(Last)	(First)	(Middle)	10/02/2014	
107 WILDERNESS DRIVE		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
APT. 212				
(Street)		(Check all applicable)		
NAPLES, Â FL Â 34105		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**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 A Common Stock <sup>(1)</sup>	41,344	D	Â
Class B Common Stock <sup>(1)</sup>	0	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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)**

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	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 <sup>(2)</sup>	12/07/2020	12/07/2020	Common Stock	59,500	\$ 3.56	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly William Patrick 107 WILDERNESS DRIVE APT. 212 NAPLES, FL 34105	X			

## Signatures

/s/ William P. Kelly 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) 11,900 of the shares on 12/31/11, (ii) 11,900 of the shares on 12/31/12 and (iii) 11,900 on 12/31/13. The remaining 23,800 options will become fully exercisable on 12/7/17.

### 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.