

Real Industry, Inc.
Form 4
January 05, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BYNOE PETER C B

(Last) (First) (Middle)

15301 VENTURA
BOULEVARD, SUITE 400

(Street)

SHERMAN OAKS, CA 91403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Real Industry, Inc. [RELY]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2017

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/03/2017 | | A | | 13,935 (1) \$ 0 69,309 | D | |
| Common Stock (2) | 01/03/2017 | | A | | 3,206 (3) \$ 0 72,515 | D | |

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

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SEC 1474
(9-02)

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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 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 |
| BYNOE PETER C B 15301 VENTURA BOULEVARD SUITE 400 SHERMAN OAKS, CA 91403 | | X | | |

Signatures

/s/ Kyle Ross, Attorney-in-Fact for Peter C.B. Bynoe
Date: 01/05/2017

__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).

Annual grant of shares of restricted common stock to independent directors issued to Mr. Bynoe under the Real Industry, Inc. Amended and Restated 2015 Equity Award Plan (the "Plan"). The number of shares represents \$85,000 divided by the closing price of the Company's common stock on the day prior to issuance. Such shares will vest in full on January 3, 2018, with accelerated vesting in the event of a change in control of the Company, Mr. Bynoe's death or disability, or if Mr. Bynoe is not re-elected to the Board or is not re-nominated for election by the Company after indicating a willingness to serve.

Common stock underlying 3,206 fully vested Restricted Stock Units ("RSUs") issued to Mr. Bynoe under the Plan in lieu of his cash Board service fees for the first quarter of 2017. Mr. Bynoe has irrevocably elected to receive 100% of his Board service fees for 2017 (including cash retainer fees for his service as a director and committee chairman and any other cash Board service fees that may be payable during 2017) in the form of RSUs pursuant to a policy where non-management Directors may elect to receive RSUs calculated at the closing stock price as of the date of grant in lieu of some or all of their cash Board service fees. Such RSUs are issued on a quarterly basis on the first business day of the quarter. The RSUs are immediately vested and will convert to common stock upon Mr. Bynoe's termination of service to the Board.

(3) The number of shares represents \$18,750 (one-quarter of Mr. Bynoe's annual fees of \$75,000), divided by the closing price of the Company's common stock on the scheduled date of the Board service fee payment.

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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