

FAIRMOUNT SANTROL HOLDINGS INC.

Form 4

March 03, 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 *
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)
03/01/2017

____ 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 Beneficial Ownership (Instr. 4)
Common Stock	03/01/2017		A	(A) or (D) V Amount 19,500 (1)	\$ 0 435,674	D	
Common Stock	03/01/2017		S(2)	2,839	\$ 9.65 432,835 (3) (4)	D	
Common Stock					2,242,468	I	Gerald L. Clancey Trust No. 1
Common Stock					100,436	I	Gerald L. Clancey Grantor Retained

Common Stock	442,000	I	Annuity Trust No. 1 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.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.03	03/01/2017		A	22,400	<u>(5)</u>	03/01/2027	Common Stock	22,400

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

03/03/2017

__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).
- (1) The reporting person was granted 19,500 restricted stock units. The restricted stock units vest in 1/4 increments commencing one year after the date of grant.

The transaction reflects the number of shares of Common Stock sold pursuant to the terms of the Restricted Stock Unit Agreement and in 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 7,500 restricted stock units.
- (2) Includes an aggregate of 141,586 restricted stock units.
- (3) Shares previously reported as being held by the reporting person are not reported as being held in the Gerald L. Clancey Trust No. 1.
- (5) The options vest and become exercisable in 1/3 increments commencing one year after the date of grant.

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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