

KNOPP RONALD E  
Form 4  
September 05, 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 \*  
KNOPP RONALD E

2. Issuer Name and Ticker or Trading Symbol  
CASTLE A M & CO [CASLQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1420 KENSINGTON ROAD, SUITE 220  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/31/2017

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

OAK BROOK, IL 60523

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |   |
| Common Stock                    | 08/31/2017                           |  | J <sup>(1)</sup>               |   | 11,152 <sub>(2)</sub>   | D  |   |
| Common Stock                    | 08/31/2017                           |  | J <sup>(1)</sup>               |   | 8,941.53 <sub>(2)</sub>   | D  | Retirement Account                                    |
| Common Stock                    | 08/31/2017                           |  | A                              |   | 320,861 <sub>(3)</sub>  | A  |   |
| Common Stock                    | 08/31/2017                           |  | A                              |   | 137 <sub>(4)</sub>  | A  |   |
| Common Stock                    | 08/31/2017                           |  | A                              |   | 110 <sub>(4)</sub> <sub>(5)</sub>   | A  | Retirement Account                                    |

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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 Security (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Convertible Notes                          | \$ 3.77  | 08/31/2017                           |  | A                              | \$ 444,000  | 08/31/2017   | 08/31/2022  | Common Stock | 117    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |              |       |
|--|---------------|-----------|--------------|-------|
|  | Director      | 10% Owner | Officer      | Other |
| KNOPP RONALD E<br>1420 KENSINGTON ROAD<br>SUITE 220<br>OAK BROOK, IL 60523 |               |           | EVP &<br>COO |       |

## Signatures

/s/ Ronald E. Knopp, By: Marec E. Edgar,  
Attorney-in-Fact 09/05/2017

\_\_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).

On June 19, 2017, the Issuer and certain of its subsidiaries (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On August 2, 2017, the Bankruptcy Court entered an order confirming the Debtors' prepackaged joint plan of reorganization, dated as of July 25, 2017 (as amended and supplemented from time to time, the "Plan"), and on August 31, 2017 (the "Effective Date"), the Plan became effective pursuant to its terms and the Debtors emerged from bankruptcy.

(1) On the Effective Date, all outstanding shares of the Issuer's common stock, par value \$0.01 per share (the "Old Common Stock"), and all options to purchase such Old Common Stock and all unvested restricted stock units with respect to such Old Common Stock, were cancelled and extinguished. The Reporting Person owned 9,147 unvested restricted stock units and 202,605 unexercised stock options that were cancelled pursuant to the Plan.

(2) Represents restricted stock granted by the Issuer pursuant to the A.M. Castle & Co. Management Incentive Plan. The restricted stock vests in full on August 31, 2020.

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- New shares of the Issuer's common stock, par value \$0.01 (the "New Shares"), were issued to the Reporting Person pursuant to the Plan in exchange for Old Common Stock held by the Reporting Person on the Effective Date under the Plan. The Reporting Person received
- (4) 0.1231 New Shares for every share of Old Common Stock held by the Reporting Person on the Effective Date. The receipt of New Shares was involuntary, without consideration and in accordance with the Plan approved by the Bankruptcy Court.
- (5) Represents New Shares held in the A.M. Castle & Co. 401(k) Plan.

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.