

Anderson Patrick R.
Form 4
September 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
Anderson Patrick R.

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & Treasurer

OAK BROOK, IL 60523
(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common Stock | 08/31/2017 | | J ⁽¹⁾ | | 22,951 ⁽²⁾ | D | \$ 0 ⁽²⁾ |
| Common Stock | 08/31/2017 | | A | | 320,861 ⁽³⁾ | A | \$ 0 320,861 |
| Common Stock | 08/31/2017 | | A | | 282 ⁽⁴⁾ | A | \$ 0 321,143 |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 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 |
| Anderson Patrick R. 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523 | | | EVP, CFO & Treasurer | |

Signatures

/s/ Patrick R. Anderson, 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.

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 7,394 unvested restricted stock units and 207,405 unexercised stock options that were cancelled pursuant to the Plan.

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.

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 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.

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