

Donnelley Reuben Simpson
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 *
SGF, LLC

(Last) (First) (Middle)

30 NORTH LASALLE STREET,
SUITE 1232,

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

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

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

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 | (A) or (D) | Price |
| Common Stock <u>(1)</u> | 08/31/2017 | | J ⁽⁷⁾ | | 8,759,076 | D | \$ 0 0 |
| Common Stock <u>(1)</u> | 08/31/2017 | | J ⁽⁸⁾ | | 107,850 | A | \$ 0 107,850 |
| Common Stock <u>(2)</u> | 08/31/2017 | | J ⁽⁷⁾ | | 153,990 | D | \$ 0 0 |
| Common Stock <u>(2)</u> | 08/31/2017 | | J ⁽⁸⁾ | | 1,231 | A | \$ 0 1,231 |
| Common Stock <u>(3)</u> | 08/31/2017 | | J ⁽⁷⁾ | | 33,471 | D | \$ 0 0 |

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| | | | | | | | | |
|-------------------------|------------|--------------|--------|---|------|-----|---|-------------------------|
| Common Stock <u>(3)</u> | 08/31/2017 | J <u>(8)</u> | 412 | A | \$ 0 | 412 | D | |
| Common Stock <u>(4)</u> | 08/31/2017 | J <u>(7)</u> | 14,739 | D | \$ 0 | 0 | I | See Footnote <u>(9)</u> |
| Common Stock <u>(4)</u> | 08/31/2017 | J <u>(8)</u> | 181 | A | \$ 0 | 181 | I | See Footnote <u>(9)</u> |
| Common Stock <u>(5)</u> | 08/31/2017 | J <u>(7)</u> | 0 | D | \$ 0 | 0 | D | |
| Common Stock <u>(5)</u> | 08/31/2017 | J <u>(8)</u> | 0 | A | \$ 0 | 0 | D | |

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 Security (Instr. 3 and 4) | 8. Amount of Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|--------------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Exchange Notes <u>(6)</u> | \$ 0.2654 | 08/31/2017 | | A | | 17,775,807 | | 08/31/2017 | 08/31/2022 | Common Stock | 4,7 |
| New Money Notes <u>(6)</u> | \$ 0.2654 | 08/31/2017 | | A | | 7,125,323 | | 08/31/2017 | 08/31/2022 | Common Stock | 1,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SGF, LLC 30 NORTH LASALLE STREET, SUITE 1232 CHICAGO, IL 60602 | X | X | | |
| WB & CO 30 NORTH LASALLE STREET | X | X | | |

SUITE 1232
CHICAGO, IL 60602

| | | |
|---|---|---|
| Mellin Jonathan 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523 | X | X |
|---|---|---|

| | | |
|--|---|---|
| Donnelley Reuben Simpson 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523 | X | X |
|--|---|---|

| | | |
|--|---|---|
| FOM Corp 30 NORTH LASALLE STREET SUITE 1232 CHICAGO, IL 60602 | X | X |
|--|---|---|

Signatures

| | |
|--|------------|
| SGF, LLC, By: /s/ Reuben S. Donnelley, Managing Member | 09/05/2017 |
|--|------------|

| | |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

| | |
|--|------------|
| WB & Co, By: /s/ Jonathan B. Mellin, General Partner | 09/05/2017 |
|--|------------|

| | |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

| | |
|------------------------|------------|
| /s/ Jonathan B. Mellin | 09/05/2017 |
|------------------------|------------|

| | |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

| | |
|-------------------------|------------|
| /s/ Reuben S. Donnelley | 09/05/2017 |
|-------------------------|------------|

| | |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

| | |
|---|------------|
| FOM Corp, By: /s/ Jonathan B. Mellin, President | 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).
- (1) These shares are beneficially owned by WB&Co ("WBC"). The Reporting Person disclaims beneficial ownership of any shares of New Common Stock, except to the extent of any pecuniary interest such Reporting Person may have.
- (2) These shares are beneficially owned by Jonathan Mellin ("Mr. Mellin"). The Reporting Person disclaims beneficial ownership of any shares of New Common Stock, except to the extent of any pecuniary interest such Reporting Person may have.
- (3) These shares are beneficially owned by Reuben Donnelley ("Mr. Donnelley"). The Reporting Person disclaims beneficial ownership of any shares of New Common Stock, except to the extent of any pecuniary interest such Reporting Person may have.
- (4) Mr. Donnelley may be deemed to beneficially own these shares, which are held by an immediate family member who shares Mr. Donnelley's household. The Reporting Person disclaims beneficial ownership of any shares of New Common Stock, except to the extent of any pecuniary interest such Reporting Person may have.
- (5) FOM Corp. ("FOM") does not have beneficial ownership of any shares of Common Stock.
- (6) These securities are beneficially owned by SGF, LLC ("SGF"). The Reporting Person disclaims beneficial ownership of any shares of New Common Stock, except to the extent of any pecuniary interest such Reporting Person may have.
- (7) On August 31, 2017 (the "Effective Date"), A.M. Castle & Co. (the "Issuer") was reorganized pursuant to a Plan of Reorganization (the "Plan"). Under the terms of the Plan, on that date all of the Issuer's previously issued and outstanding common stock was

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automatically cancelled and extinguished, including the common stock beneficially owned, or deemed to be beneficially owned, by WBC, Mr. Mellin, Mr. Donnelley, and FOM (WBC, Mr. Mellin, Mr. Donnelley, and FOM, collectively, and together with SGF, the "Reporting Persons").

- (8) On the Effective Date, and pursuant to and upon effectiveness of the Plan, holders of common stock outstanding immediately before effectiveness who did not object to the Plan and who did not opt-out of certain releases provided in the Plan were issued an aggregate of 400,000 shares of the Issuer's common stock, par value \$0.01 per share (the "New Common Stock"), simultaneously with the cancellation and extinguishment of shares described in footnote 7 above. Each of the Reporting Persons, other than SGF, was eligible to receive, and was issued its or his pro rata share of, such shares of New Common Stock.
- (9) Held by an immediate family member who shares Mr. Donnelley's household. Mr. Donnelley disclaims beneficial ownership of the shares owned by the immediate family member.
- (10) On the Effective Date, and pursuant to the Plan, the Prepetition Second Lien Secured Claims (as defined in the Plan) held by holders thereof were extinguished and the holders were issued certain Exchange Notes (as defined in the Plan). The Exchange Notes are convertible, at any time at the option of the holder, in the aggregate, into 1,300,000 shares of New Common Stock (or .2654 shares of New Common Stock for each \$1 principal amount). SGF was a holder of Prepetition Second Lien Secured Claims and as such received its pro rata share of such Exchange Notes, having an aggregate principal amount of \$17,775,807, convertible into 4,717,699 shares of New Common Stock.
- (11) On the Effective Date, and pursuant to the Plan, certain holders of indebtedness of the Issuer subscribed for and purchased New Money Notes (as defined in the Plan). The New Money Notes are convertible, at any time at the option of the holder, in the aggregate, into 3,051,818 shares of New Common Stock (or .2654 shares of New Common Stock for each \$1 principal amount). SGF subscribed for and purchased New Money Notes having an aggregate principal amount of \$7,125,323, convertible into 1,891,061 shares of New Common Stock.

Remarks:

The Reporting Persons are all associated with an extended family group and various trusts, estates and estate planning vehicles.

Pursuant to the Plan, the Reporting Persons entered into a Stockholders Agreement by and among the Issuer, the Reporting Persons,

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.