

HUDSON HIGHLAND GROUP INC  
 Form 4  
 December 01, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 CHAIT JON F

2. Issuer Name and Ticker or Trading Symbol  
 HUDSON HIGHLAND GROUP INC [HHGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 223 E. DELAWARE PLACE, UNIT #5W  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/30/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHICAGO, IL 60611

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/30/2011                           |  | S                              |   | 25,000  | D  | \$ 4.5116<br>(1)                                      |
| Stock Units                     |                                      |  |                                |   |   |  | 2,479.3388  |

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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| CHAIT JON F<br>223 E. DELAWARE PLACE, UNIT #5W<br>CHICAGO, IL 60611 |               | X         |         |       |

## Signatures

/s/ John K. Wilson, 11/30/2011  
Attorney-in-Fact

\*\*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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$4.50 to \$4.59. The reporting person has (1) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.

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. NDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt"

align="justify">

0  
7

SOLE DISPOSITIVE POWER

2,233,133  
8

SHARED DISPOSITIVE POWER

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,233,133

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

0

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.18%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 747619104

**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

Kevin Oram

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

2,112,058

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

2,233,133

WITH

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,233,133

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.18%

TYPE OF REPORTING PERSON

12

IN

CUSIP No. 747619104

**SCHEDULE 13G/A**

Page 5 of 10 Pages

This Schedule 13G/A (this "Schedule 13G/A") is being filed on behalf of Praesidium Investment Management Company, LLC, a Delaware limited liability company (the "Management Company"), Peter Uddo and Kevin Oram (collectively, the "Reporting Persons"). Each of Mr. Uddo and Mr. Oram serve as a principal of the Management Company. The Management Company serves as an adviser to certain private investment funds and managed accounts (the "Funds"). This Schedule 13G/A relates to shares of Common Stock (the "Common Stock") of Quanex Building Products Corporation, a Delaware corporation (the "Issuer") held by the Funds.

**Item 1. (a) Name of Issuer**

Quanex Building Products Corporation

**(b) Address of Issuer's Principal Executive Offices**

1800 West Loop South, Suite 1500

Houston, Texas 77027

**Item 2.**

**(a) Name of Person Filing**

(i) Praesidium Investment Management Company ("Management Company")

(ii) Peter Uddo

(iii) Kevin Oram

**(b) Address of Principal Business Office, or, if none, Residence**

For all Reporting Persons:

747 Third Avenue

New York, NY 10017

**(c) Citizenship**

(i) The Management Company is a Delaware limited liability company.

(ii) Peter Uddo is a United States citizen.

(iii) Kevin Oram is a United States citizen.

**(d) Title of Class of Securities**

Explanation of Responses:

Common Stock, par value \$0.01 per share

**(e) CUSIP No.:**

747619104

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

CUSIP No. 747619104

**SCHEDULE 13G/A**

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**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

1. Praesidium Investment Management Company

- (a) Amount beneficially owned: 2,233,133
- (b) Percent of class: 6.18%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 2,112,058
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 2,233,133
  - (iv) Shared power to dispose or to direct the disposition of: 0

2. Peter Uddo

- (a) Amount beneficially owned: 2,233,133
- (b) Percent of class: 6.18%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 2,112,058
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 2,233,133

Explanation of Responses:



(iv) Shared power to dispose or to direct the disposition of: 0

3. Kevin Oram

(a) Amount beneficially owned: 2,233,133

(b) Percent of class: 6.18%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 2,112,058

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,233,133

(iv) Shared power to dispose or to direct the disposition of: 0

CUSIP No. 747619104

**SCHEDULE 13G/A**

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**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit 99.1

Explanation of Responses:

Joint Filing Agreement, dated February 17, 2015, by and among the Reporting Persons.

CUSIP No. 747619104

**SCHEDULE 13G/A**

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

Praesidium Investment  
Management Company, LLC

By: Kevin Oram  
Name: Kevin Oram  
Title: Managing Member

By: Peter Uddo  
Name: Peter Uddo

**EXHIBIT 99.1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G/A (including any and all amendments thereto) with respect to the Common Stock of Quanex Building Products Corporation, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G/A and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 17th day of February 2015.

Date: February 17, 2015

Praesidium Investment  
Management Company, LLC

By: Kevin Oram  
Name: Kevin Oram  
Title: Managing Member

By: Peter Uddo  
Name: Peter Uddo

By: Kevin Oram Name: Kevin Oram