

Srivastava Manish Kumar  
 Form 4  
 April 21, 2011

**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 \*  
 Srivastava Manish Kumar

(Last) (First) (Middle)

C/O TMS INTERNATIONAL  
 CORP., 12 MONONGAHELA  
 AVENUE

(Street)

GLASSPORT, PA 15045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 TMS International Corp. [TMS]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/19/2011

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class A Preferred Stock	\$ 13 <sup>(1)</sup>	04/19/2011	C		459,726	<sup>(1)</sup>	<sup>(1)</sup>	Class B Common Stock	491,000
Class B Common Stock	<sup>(2)</sup>	04/19/2011	C	491,276		04/19/2011	<sup>(2)</sup>	Class A Common Stock	491,000
Class B Common Stock	<sup>(2)</sup>	04/19/2011	S		43,607	04/19/2011	<sup>(2)</sup>	Class A Common Stock	43,607

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Srivastava Manish Kumar C/O TMS INTERNATIONAL CORP. 12 MONONGAHELA AVENUE GLASSPORT, PA 15045	X			

## Signatures

/s/ Thomas E. Lippard, attorney-in-fact for Manish Kumar Srivastava

04/21/2011

\_\_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) Each share of Class A Preferred Stock was convertible into a number of shares of Class B Common Stock determined by dividing the liquidation preference of such share of Class A Preferred Stock, including accrued but unpaid dividends, at the time of conversion by the conversion price. Concurrently with the initial public offering of the Issuer's Class A Common Stock, each share of Class A Preferred Stock converted into the number of shares of Class B Common Stock on the basis of a conversion price equal to 13.00 per share, the public offering price per share of Class A Common Stock in the offering.

(2) Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock and are automatically convertible on a one-for-one basis into shares of Class A Common Stock upon a sale or other disposition to any person other than (i) a person who obtained Class B Common Stock through a direct issuance by the Issuer or (ii) Onex Corporation, Onex Partners II LP or any controlled affiliate of Onex Corporation or Onex Partners II LP. The Class B Common Stock has no expiration date.

(3) All shares are beneficially owned by 1597257 Ontario Inc. and may be deemed beneficially owned by Mr. Srivastava, notwithstanding the fact that Mr. Srivastava has a pecuniary interest in less than 100% of such shares. Mr. Srivastava disclaims beneficial ownership of these securities, and the inclusion of such shares in this report shall not be deemed an admission to the beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purposes.

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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