

FAIRMOUNT SANTROL HOLDINGS INC.  
Form 4  
March 03, 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 \*  
Deckard Jenniffer D.

2. Issuer Name and Ticker or Trading Symbol  
FAIRMOUNT SANTROL HOLDINGS INC. [FMSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8834 MAYFIELD ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2017

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

CHESTERLAND, OH 44026

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 or Price		
Common Stock	03/01/2017		A		26,100 <sup>(1)</sup>	A	\$ 0 88,686 D
Common Stock	03/01/2017		S <sup>(2)</sup>		4,245	D	\$ 9.5605 84,441 <sup>(3)</sup> D
Common Stock	03/01/2017		A		2,000 <sup>(4)</sup>	A	\$ 0 8,240 I By Spouse
Common Stock	03/01/2017		S <sup>(5)</sup>		398	D	\$ 9.65 7,842 <sup>(6)</sup> I By Spouse
Common Stock							2,098,268 I As trustee of Jenniffer D. Deckard

Common Stock				857,888	I	Family Trust U/A/D dated February 28, 2010 As trustee of the Abbey Jo Deckard Trust
Common Stock				857,888	I	As trustee of the Connor John Deckard Trust
Common Stock				102,000	I	As trustee of Daryl K. Deckard Irrevocable Trust dated August 29, 2014
Common Stock				353,600	I	As spouse to the trustee of Jenniffer D. Deckard Irrevocable Trust dated December 27, 2012
Common Stock				386,563.124	I	By 401(k) Plan

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.03	03/01/2017	A	50,700					(7)	03/01/2027	Common Stock	50,700
Employee Stock Option (Right to Buy)	\$ 10.03	03/01/2017	A	3,300					(7)	03/01/2027	Common Stock	3,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deckard Jenniffer D. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026	X		President and CEO	

## Signatures

/s/ Jenniffer D. Deckard, by David J. Crandall, her attorney-in-fact pursuant to Power of Attorney dated September 25, 2014, on file with the Commission 03/03/2017

\*\*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) The reporting person was granted 26,100 restricted stock units. The restricted stock units vest in 1/4 increments commencing one year after the date of grant.  
The transaction reflects the number of shares of Common Stock sold pursuant to the terms of the Restricted Stock Unit Agreement and in accordance with the Fairmount Santrol Holdings Inc. 2014 Long Term Incentive Plan, to satisfy the reporting person's tax withholding obligations upon the vesting of 12,500 restricted stock units.
- (3) Includes an aggregate of 76,186 restricted stock units.
- (4) The reporting person's spouse was granted 2,000 restricted stock units. The restricted stock units vest in 1/4 increments commencing one year after the date of grant.  
The transaction reflects the number of shares of Common Stock sold pursuant to the terms of the Restricted Stock Unit Agreement and in accordance with the Fairmount Santrol Holdings Inc. 2014 Long Term Incentive Plan, to satisfy the reporting person's tax withholding obligations upon the vesting of 1,050 restricted stock units.
- (6) Includes an aggregate of 7,190 restricted stock units.

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- (7) The options vest and become exercisable in 1/3 increments commencing one year after the date of grant.
- (8) The total number of options previously reported has been reduced due to a prior inadvertent math error.

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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