

FAIRMOUNT SANTROL HOLDINGS INC.

Form 11-K

May 25, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period \_\_\_ to \_\_\_

Commission File Number 001-36670

A. Full title of plan and the address of the plan, if different from that of the issuer named below:

Fairmount Santrol Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive officer:

Fairmount Santrol Holdings Inc.

8834 Mayfield Road

Chesterland, Ohio 44026

## REQUIRED INFORMATION

The following financial statements and supplemental schedule for the Fairmount Santrol Retirement Savings Plan are being filed herewith:

Audited Financial Statements

Report of Independent Registered Public Accounting Firm

Financial Statements:

Statement of Net Assets Available for Benefits as of December 31, 2017 and 2016

Statement of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2017 and 2016

Notes to Financial Statements

Supplemental Schedule:

Schedule of Assets Held for Investment Purposes at End of Year

Note: Other supplemental schedules required by Section 252.103-13 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

The following exhibit is being filed herewith:

Exhibit No. Description

23.1 Consent of Independent Registered Public Accounting Firm – Meaden & Moore, Ltd.

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FAIRMOUNT SANTROL RETIREMENT SAVINGS PLAN

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrator and Plan Participants of the  
Fairmount Santrol Retirement Savings Plan

### Opinion on the Financial Statements

We have audited the accompanying statement of net assets available for benefits of Fairmount Santrol Retirement Savings Plan ("Plan") as of December 31, 2017 and 2016 and the related statement of changes in net assets available for benefits for the years then ended, and the related notes and schedules (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016 and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Supplemental Information

The supplemental Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2017 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ MEADEN & MOORE, LTD.

We have served as the Plan's auditor since 2015.

Cleveland, Ohio

May 25, 2018

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## STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

Fairmount Santrol

Retirement Savings Plan

	December 31, 2017	December 31, 2016
<b>ASSETS</b>		
Cash	\$ 1,179	\$ 1,108
Receivable - Employer Contributions	28,146	61,419
Notes Receivable from Participants	2,265,080	1,869,434
Total Receivables	2,293,226	1,930,853
Investments (at Fair Value):		
American Funds Europacific Growth R6	3,423,949	2,332,741
American Funds Washington Mutual R6	5,002,700	4,126,398
Boston Partners Small Cap Value II Inv	2,176,802	2,116,955
DFA Five-Year Global Fixed-Income I	1,293,063	1,319,757
Dodge & Cox Income	6,840,824	6,155,282
Harbor Capital Appreciation Instl	4,017,224	3,103,249
Harbor International Institutional	711,512	905,475
Oppenheimer Developing Markets Y	2,100,692	1,585,009
Vanguard 500 Index Admiral	12,508,496	10,218,452
Vanguard Extended Market Idx Adm	4,426,859	3,956,789
Vanguard FTSE All-Wld ex-US Idx Admiral	2,100,188	1,675,475
Vanguard Target Retirement 2010 Inv	-	184,475
Vanguard Target Retirement 2015 Inv	1,384,755	1,572,239
Vanguard Target Retirement 2020 Inv	2,663,359	2,190,717
Vanguard Target Retirement 2025 Inv	10,229,527	8,495,775
Vanguard Target Retirement 2030 Inv	6,663,664	5,457,640
Vanguard Target Retirement 2035 Inv	2,928,785	2,656,962
Vanguard Target Retirement 2040 Inv	3,875,727	2,953,256
Vanguard Target Retirement 2045 Inv	4,193,713	3,269,762
Vanguard Target Retirement 2050 Inv	2,932,080	1,957,391
Vanguard Target Retirement 2055 Inv	1,149,595	626,102
Vanguard Target Retirement 2060 Inv	579,314	329,483
Vanguard Target Retirement 2065 Inv	8,986	-
Vanguard Target Retirement Income Inv	521,590	396,472
Vanguard Total Bond Market Index Adm	4,970,567	4,785,647
Victory RS Small Cap Growth Y	2,469,684	1,542,539
Government Money Market Fund	2,974	-
Government Money Market II Portfolio	-	2,959
Managed Income Portfolio Class 1	6,654,751	7,499,905
Fairmount Santrol Holdings Inc.	33,315,856	70,110,221
Total Investments (at Fair Value)	129,147,236	151,527,127

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Total Assets	131,441,641	153,459,088
LIABILITIES	-	-
Net Assets Available for Benefits	\$ 131,441,641	\$ 153,459,088

The accompanying notes are an integral part of these financial statements.

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Fairmount Santrol

Retirement Savings Plan

	Year Ended December 31,	
	2017	2016
Additions to Net Assets Attributed to:		
Contributions:		
Employer	\$2,859,714	\$1,462,735
Employee	4,826,577	3,999,951
Rollover	388,481	297,865
Total Contributions	8,074,772	5,760,551
Interest and dividend income		
	2,911,334	2,151,863
Interest income on notes receivable from participants	88,745	78,996
Net unrealized/realized (depreciation) appreciation	(28,056,002 )	62,063,612
Total Investment (Loss) Income	(25,055,923 )	64,294,471
Deductions from Net Assets Attributed to:		
Benefits paid to participants	4,979,301	29,234,640
Administrative expenses	56,995	76,344
Total Deductions	5,036,296	29,310,984
Net (Decrease) Increase	(22,017,447 )	40,744,038
Net Assets Available for Benefits:		
Beginning of Year	153,459,088	112,715,050
End of Year	\$131,441,641	\$153,459,088

The accompanying notes are an integral part of these financial statements.



## NOTES TO FINANCIAL STATEMENTS

### Fairmount Santrol

### Retirement Savings Plan

#### 1. Description of Plan

The following description of the Fairmount Santrol Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

#### General

The Plan began January 1, 2015 as a result of the merger of the plan assets of the Fairmount Minerals, Ltd. Retirement Savings Trust and Plan and the Fairmount Minerals, Ltd. Stock Bonus Trust and Plan (collectively, the “Predecessor Plans”). All account balances of the Predecessor Plans were transferred into the Plan. The Plan is a defined contribution plan covering substantially all employees of Fairmount Santrol Holdings Inc. (the “Company”) who meet the service requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Company’s Plan Administrator is responsible for the general operation and administration of the Plan. Fidelity Management Trust Company (“Fidelity”) serves as the Plan Trustee, Custodian, and Recordkeeper.

No dividend was paid by the Company to shareholders in 2017 and 2016.

#### Eligibility

All employees of the Company are eligible to participate in the elective deferral component of the Plan on their first day of employment. Employees are not eligible to receive employer contributions until after completing a one-year service period.

Effective January 1, 2017, employees are eligible to participate in the elective deferral and employer matching components of the Plan on their first day of employment and after having attained age 18.

#### Contributions

Cash or Deferred Option [401(k)] – Participants may elect a portion of their compensation, up to 75%, to be contributed to the Plan by the Company on a pre-tax basis. The Plan also allows for elective Roth contributions and catch-up contributions.

Automatic Enrollment – All newly eligible employees are automatically enrolled in the Plan 30 days after hire at an initial pre-tax deferral contribution of 3% of eligible compensation. Employees may elect a deferral percentage other than the initial 3% once enrolled in the Plan.

Automatic Escalation – For participants automatically enrolled in the Plan, the pre-tax deferral contribution will automatically increase annually by 1% until a deferral of 5% is reached.

Employer Match Contributions – Through 2016, the Company made contributions to each eligible participant's account by matching 50% of the participant's elective deferral for the plan year, not to exceed 2.5% of the employee's annual compensation. Effective January 1, 2017, the Plan adopted safe harbor provisions, changing the matching formula to 100% of the participant's elective deferral for the plan year up to 3% of the employee's annual compensation and 50% of the elective deferral for the next 2% of the employee's annual compensation. The amount of total employer match contributions were \$2,286,795 and \$1,149,329 for the years ended December 31, 2017 and 2016, respectively.

Employer Discretionary Contributions – The Company may also make additional discretionary contributions. Such contributions, if any, shall be allocated to each participant in proportion to his or her compensation for the calendar

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## NOTES TO FINANCIAL STATEMENTS

### Fairmount Santrol

#### Retirement Savings Plan

year. Based on the Company's fiscal results for the years ended December 31, 2016 and 2015, the Company did not make any employer discretionary contributions for the years ended December 31, 2017 and 2016.

**Employer Contributions for Union Employees** – The Company also makes contributions for employees covered by the collective bargaining agreement of the Wedron Silica Company. The Company shall contribute an amount equal to 5% of such employee's compensation. Company contributions for union employees were \$606,191 and \$365,603 for the years ended December 31, 2017 and 2016, respectively.

Rollover contributions from other Plans are also accepted, providing certain specified conditions are met.

Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code as defined in the Plan agreement.

#### Participants' Accounts

**401(k) Accounts** – Each participant's account is credited with the participant's elective contributions, employer matching and discretionary contributions, earnings, and losses thereon.

#### Vesting

All participants are immediately 100% vested in elective deferrals, rollover contributions, and Company matching contributions. Company discretionary contributions are 100% vested after three years of vesting service.

#### Notes Receivable from Participants

Loans are permitted under certain circumstances and are subject to limitations. Participants may borrow from their fund accounts up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loans are repaid over a period not to exceed five years with exceptions for the purchase of a primary residence. Loans are valued at unpaid principal plus accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2017 and 2016. Delinquent participant loans are recorded as distributions on the basis of the terms of the Plan agreement.

The loans are secured by the balance in the participant's account and bear interest at rates established by the Plan Administrator based on prevailing interest rates charged by commercial lending institutions for loans under similar circumstances. Principal and interest are paid ratably through payroll deductions.

#### Payment of Benefits

Upon termination of service by reason of retirement, death, or total and permanent disability, a participant receives a lump sum amount equal to the value of his or her account. Benefits are recorded when paid.

Terminated participants may elect to receive payment of benefits under a systematic withdrawal plan or installments. Terminated participants may also elect to withdraw any portion of his or her vested interest in the account in cash at any time.

#### Other Plan Provisions

Normal retirement age under the Plan is age 65. The Plan also provides for early payment of benefits after reaching age 59½.

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## NOTES TO FINANCIAL STATEMENTS

### Fairmount Santrol

### Retirement Savings Plan

#### Forfeitures

The non-vested portions of participant account balances are forfeitable and used to reduce Company contributions to the Plan and to offset administrative expenses under the Plan. Forfeited non-vested accounts totaled \$9,556 and \$16,851 as of December 31, 2017 and 2016, respectively.

#### Hardship Withdrawals

Hardship withdrawals are permitted in accordance with Internal Revenue Service guidelines.

#### Investment Options

Upon enrollment in the Plan, a participant may direct any contributions to any of the investment options offered by the Plan.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting

The Plan's transactions are reported on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value.

### Valuation of Investments

Investments are stated at fair value. Mutual funds, the managed income portfolio fund, and employer common stock are reported at fair market value as of the balance sheet date. Fair market values represent quoted market prices or, if quoted market prices are not available, estimated fair values as determined by the Plan's investment broker.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments purchased and sold as held during the year.

### Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

### Administrative Fees

All reasonable costs and expenses, including legal, accounting, and communication fees, incurred by the Plan are paid from forfeitures (if any).

#### Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

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## NOTES TO FINANCIAL STATEMENTS

### Fairmount Santrol

### Retirement Savings Plan

#### Risks and Uncertainties

The Plan's investment include investments in mutual funds, Company stock, and managed income portfolio funds. These investments are subject to varying degrees of risk, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

#### Subsequent Events

Management evaluates subsequent events occurring subsequent to the date of the financial statements in determining the accounting for, and disclosure of transactions and events that affect the financial statements.

Subsequent events have been evaluated through the date the financial statements were available to be issued.

#### 3. Tax Status

The Plan is a volume submitter and received an opinion letter from the Internal Revenue Service on March 31, 2014, which stated that the Plan was in compliance with applicable requirements of the Internal Revenue Code. The Plan Administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The Plan Administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2017, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. Currently, no audits for any tax periods are in progress.

#### 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under Topic 820 are described as follows:

- Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- o Quoted prices for similar assets or liabilities in active markets;
  - o Quoted prices for identical assets or similar assets or liabilities in inactive markets;
  - o Inputs other than quoted prices that are observable for the asset or liability;
-



## NOTES TO FINANCIAL STATEMENTS

## Fairmount Santrol

## Retirement Savings Plan

oInputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs that are unobservable inputs for the asset or liability.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

•Mutual Funds – The fair value of mutual funds are based on daily unadjusted quoted prices in active markets and are considered Level 1.

•Money Market Funds – The fair value of money market funds are based on daily unadjusted quoted prices in active markets and are considered Level 1.

•Company Stock – The fair value of Company stock is based on daily unadjusted quoted prices in active markets and is considered Level 1. The Company stock fund held by the Plan also contains cash used to facilitate purchase and sale transactions.

•Managed Income Portfolio Fund – The fair value of the Managed Income Portfolio fund is based on quoted prices for similar assets or liabilities in active markets and is considered Level 2. Issuances and redemptions of units are recorded daily. In unusual market conditions, the Trustee may impose restrictions on such issuances and redemptions. Withdrawals will normally be provided as soon as practicable within twelve months following written notice to the Trustee. Participant transactions (purchases and sales) may occur daily.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

Assets at Fair Value as of December 31, 2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$89,173,655	\$-	\$ -	\$89,173,655
Money Market Fund	2,974	-	-	2,974
Managed Income Portfolio Fund	-	6,654,751	-	6,654,751
Fairmount Santrol Holdings Inc. Common Shares	33,315,856	-	-	33,315,856
Total Investments	\$122,492,485	\$6,654,751	\$ -	\$129,147,236

Assets at Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$73,914,042	\$-	\$ -	\$73,914,042
Money Market Fund	2,959	-	-	2,959
Managed Income Portfolio Fund	-	7,499,905	-	7,499,905

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Fairmount Santrol

Holdings Inc. Common Shares	70,110,221	-	-	70,110,221
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Total Investments	\$144,027,222	\$7,499,905	\$ -	\$151,527,127
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## NOTES TO FINANCIAL STATEMENTS

## Fairmount Santrol

## Retirement Savings Plan

There were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3 during the years ended December 31, 2017 and 2016.

## 5. Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity, the Custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest. Usual and customary fees are paid by the mutual fund for the investment management services.

As of December 31, 2017, the Plan held 6,370,145 shares of Company stock, of which the fair value comprises approximately 25% of the assets held by the Plan. As of December 31, 2016, the Plan held 5,946,584 shares of Company stock, of which the fair value comprises approximately 46% of the assets held by the Plan

## 6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits, per the financial statements, to the Form 5500:

	December 31, 2017	December 31, 2016
Net assets available for benefits per the financial statements	\$ 131,441,641	\$ 153,459,088
Adjustments from fair value to contract value on Form 5500	(18,956 )	18,457
Net assets per Form 5500	\$ 131,422,685	\$ 153,477,545

The following is a reconciliation of the changes in net assets available for benefits, per the financial statements, to the Form 5500:

	Year Ended December 31, 2017
Net decrease per the financial statements	\$(22,017,447)
Adjustments from fair value to contract value on Form 5500	(37,413 )
Net loss per Form 5500	\$(22,054,860)

## SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Form 5500, Schedule H, Part IV, Line 4i

Fairmount Santrol

Retirement Savings Plan

EIN 34-1513710

Plan Number 001

December 31, 2017

(b)	(c)	(d)	(e)
(a) Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
American Funds Europacific Growth R6	Mutual Fund	N/A	\$3,423,949
American Funds Washington Mutual R6	Mutual Fund	N/A	5,002,700
Boston Partners Small Cap Value II Inv	Mutual Fund	N/A	2,176,802
DFA Five-Year Global Fixed-Income I	Mutual Fund	N/A	1,293,063
Dodge & Cox Income	Mutual Fund	N/A	6,840,824
Harbor Capital Appreciation Instl	Mutual Fund	N/A	4,017,224
Harbor International Institutional	Mutual Fund	N/A	711,512
Oppenheimer Developing Markets Y	Mutual Fund	N/A	2,100,692
Vanguard 500 Index Admiral	Mutual Fund	N/A	12,508,496
Vanguard Extended Market Idx Adm	Mutual Fund	N/A	4,426,859
Vanguard FTSE All-Wld ex-US Idx Admiral	Mutual Fund	N/A	2,100,188
Vanguard Target Retirement 2015 Inv	Mutual Fund	N/A	1,384,755
Vanguard Target Retirement 2020 Inv	Mutual Fund	N/A	2,663,359
Vanguard Target Retirement 2025 Inv	Mutual Fund	N/A	10,229,527
Vanguard Target Retirement 2030 Inv	Mutual Fund	N/A	6,663,664
Vanguard Target Retirement 2035 Inv	Mutual Fund	N/A	2,928,785

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Vanguard Target Retirement 2040			
Inv	Mutual Fund	N/A	3,875,727
Vanguard Target Retirement 2045			
Inv	Mutual Fund	N/A	4,193,713
Vanguard Target Retirement 2050			
Inv	Mutual Fund	N/A	2,932,080
Vanguard Target Retirement 2055			
Inv	Mutual Fund	N/A	1,149,595
Vanguard Target Retirement 2060			
Inv	Mutual Fund	N/A	579,314
Vanguard Target Retirement 2065			
Inv	Mutual Fund	N/A	8,986
Vanguard Target Retirement			
Income Inv	Mutual Fund	N/A	521,590
Vanguard Total Bond Market			
Index Adm	Mutual Fund	N/A	4,970,567
Victory RS Small Cap Growth Y	Mutual Fund	N/A	2,469,684
* Government Money Market Fund	Money Market Fund	N/A	2,974
Managed Income Portfolio Class			
* 1	Stable Value Investment Contract	N/A	6,654,751
* Fairmount Santrol Holdings Inc.	Stock	N/A	33,315,856
			129,147,236
* Participant loans	Notes receivable (interest ranging from 4.25% - 6.00%) with various maturities	N/A	2,265,080
	Total assets held for investment purposes		\$131,412,316

\* Party-in-interest to the Plan

FAIRMOUNT SANTROL RETIREMENT SAVINGS PLAN

EXHIBIT INDEX

The following Exhibits are filed with this Annual Report on Form 11-K or are incorporated by reference to a prior filing in accordance with Rule 12b-32 under the Securities and Exchange Act of 1934. Exhibits included in this filing are designated by an asterisk (\*). All Exhibits not so designated are incorporated by reference to a prior filing as indicated.

Exhibit No. Description

23.1\* Consent of Independent Registered Public Accounting Firm – Meaden & Moore, Ltd.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned, hereunto duly authorized.

FAIRMOUNT SANTROL RETIREMENT SAVINGS  
PLAN

Fairmount Santrol Inc.  
(Plan Sponsor)

Date: May 25, 2018 By: /s/ Michael F. Biehl  
Name: Michael F. Biehl  
Its: Executive Vice President, Chief Financial Officer,  
Assistant Treasurer and Assistant Secretary