

Summit Materials, Inc.

Form 4

July 21, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Holdings II L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Summit Materials, Inc. [SUM]

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

07/19/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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		
Class A Common Stock	07/19/2016		C		9,907,459	A	<u>(1)</u>	9,907,459	I
									See Footnotes (3) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016		S		9,907,459	D	\$ 20.67 <u>(2)</u>	0	I
									See Footnotes (3) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016		C		2,088,574	A	<u>(1)</u>	2,088,574	I
									See Footnotes (4) (8) (9) (10) (11) (12)

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Class A Common Stock	07/19/2016	S	2,088,574	D	\$ 20.67 (2)	0	I	See Footnotes (4) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016	C	188,427	A	(1)	188,427	I	See Footnotes (5) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016	S	188,427	D	\$ 20.67 (2)	0	I	See Footnotes (5) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016	C	15,966	A	(1)	15,966	I	See Footnotes (6) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016	S	15,966	D	\$ 20.67 (2)	0	I	See Footnotes (6) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016	C	9,278	A	(1)	9,278	I	See Footnotes (7) (8) (9) (10) (11) (12)
Class A Common Stock	07/19/2016	S	9,278	D	\$ 20.67 (2)	0	I	See Footnotes (7) (8) (9) (10) (11) (12)

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 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)
				Code V	(A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
	(1)	07/19/2016		C	9,907,459	(1) (1)	9,907,45

LP Units of Summit Materials Holdings L.P.								Class A Common Stock	
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	07/19/2016	C	2,088,574	<u>(1)</u>	<u>(1)</u>		Class A Common Stock	2,088,574
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	07/19/2016	C	188,427	<u>(1)</u>	<u>(1)</u>		Class A Common Stock	188,427
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	07/19/2016	C	15,966	<u>(1)</u>	<u>(1)</u>		Class A Common Stock	15,966
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	07/19/2016	C	9,278	<u>(1)</u>	<u>(1)</u>		Class A Common Stock	9,278

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings I/II GP Inc C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Signatures

BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/21/2016

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/21/2016

__Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/21/2016

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 07/21/2016

__Signature of Reporting Person Date

/s/ Stephen A. Schwarzman 07/21/2016

__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) Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, limited partnership units of Summit Materials Holdings L.P. ("LP Units") held by the Reporting Persons are exchangeable for shares of the issuer's Class A common stock ("Common Stock") on a one-for-one basis.
- (2) This amount represents the \$20.75 public offering price per share of Common Stock, less the underwriting discount of \$0.08 per share of Common Stock.
- (3) Reflects securities of the issuer held directly by Blackstone Capital Partners (Delaware) V-NQ L.P.
- (4) Reflects securities of the issuer held directly by Blackstone Capital Partners (Delaware) NQ V-AC L.P.
- (5) Reflects securities of the issuer held directly by Summit BCP Intermediate Holdings L.P. The general partner of Summit BCP Intermediate Holdings L.P. is Summit BCP Intermediate Holdings GP, Ltd. Summit BCP Intermediate Holdings GP, Ltd. is owned by Blackstone Capital Partners (Delaware) V-NQ L.P., Blackstone Capital Partners (Delaware) NQ V-AC L.P., Blackstone Family Investment Partnership (Delaware) V-NQ L.P. and Blackstone Participation Partnership (Delaware) V-NQ L.P.
- (6) Reflects securities of the issuer held directly by Blackstone Family Investment Partnership (Delaware) V-NQ L.P.
- (7) Reflects securities of the issuer held directly by Blackstone Participation Partnership (Delaware) V-NQ L.P. (collectively with Blackstone Capital Partners (Delaware) V-NQ L.P., Blackstone Capital Partners (Delaware) NQ V-AC L.P., Summit BCP Intermediate Holdings L.P. and Blackstone Family Investment Partnership (Delaware) V-NQ L.P., the "Blackstone Funds").
- (8) The general partner of each of Blackstone Capital Partners (Delaware) V-NQ L.P. and Blackstone Capital Partners (Delaware) NQ V-AC L.P. is Blackstone Management Associates (Cayman) V-NQ L.P. The general partners of each of Blackstone Management Associates (Cayman) V-NQ L.P., Blackstone Family Investment Partnership (Delaware) V-NQ L.P. and Blackstone Participation Partnership (Delaware) V-NQ L.P. are Blackstone LR Associates (Cayman) V-NQ Ltd. and BCP V-NQ GP L.L.C.

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Blackstone Holdings II L.P. is the sole member of BCP V-NQ GP L.L.C. and the controlling shareholder of Blackstone LR Associates (Cayman) V-NQ Ltd. The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of (9) Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Due to the limitations of the electronic filing system Blackstone Capital Partners (Delaware) V-NQ L.P., Blackstone Capital Partners (Delaware) NQ V-AC L.P., Summit BCP Intermediate Holdings L.P., Summit BCP Intermediate Holdings GP, Ltd., Blackstone Family (10) Investment Partnership (Delaware) V-NQ L.P., Blackstone Participation Partnership (Delaware) V-NQ L.P., Blackstone Management Associates (Cayman) V-NQ L.P., BCP V-NQ GP L.L.C. and Blackstone LR Associates (Cayman) V-NQ Ltd. are filing a separate Form 4.

- (11) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- (12) Each of the Reporting Persons (other than the Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Blackstone Funds, except to the extent of such Reporting Person's pecuniary interest therein, if any, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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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