

FMSA HOLDINGS INC

Form 3

October 02, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Crandall David J.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/02/2014

3. Issuer Name **and** Ticker or Trading Symbol
FMSA HOLDINGS INC [FMSA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

8834 MAYFIELD ROAD

(Street)

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

CHESTERLAND,Â OHÂ 44026

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Class A Common Stock ⁽¹⁾

3,400

D

Â

Class B Common Stock ⁽¹⁾

6,800

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Stock option, right to purchase one share of Class B Common ⁽²⁾	Â ⁽³⁾	08/29/2021	Common Stock	255,000	\$ 9.84	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crandall David J. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026	Â	Â	Â See Remarks	Â

Signatures

/s/ David J.
Crandall

10/02/2014

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Upon the closing of the issuer's initial public offering, the issuer's Class A Common Stock and Class B Common Stock will automatically convert into Common Shares of the issuer on a 1-for-1 basis.
- (2) The Class B Common Stock options are fully exercisable seven years from the grant date. The vesting schedule can be accelerated as to 1/5 of the shares at the end of each fiscal year over a five-year period, provided (i) the issuer meets a specified EBITDA target and (ii) the reporting person has been an employee or key non-employee at all times from the grant date. If the Company fails to meet the EBITDA target for a fiscal year, but meets a cumulative EBITDA target in that year or a later year (and the reporting person has been an employee or key non-employee at all times from the grant date through the last day of such later year), the applicable percentage of the option which would have become exercisable pursuant to the vesting schedule shall become exercisable.
- (3) The options became exercisable as to: (i) 51,000 of the shares on 12/31/11, (ii) 51,000 of the shares on 12/31/12 and (iii) 51,000 on 12/31/13. The remaining 102,000 options will become fully exercisable on 8/29/18.

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Remarks:
ViceÂ PresidentÂ andÂ GeneralÂ Counsel

ThisÂ FormÂ 3Â isÂ beingÂ filedÂ inÂ connectionÂ withÂ theÂ effectivenessÂ ofÂ theÂ RegistrationÂ StatementÂ onÂ F

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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