

HELLMANN JOHN C  
Form 4  
March 07, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HELLMANN JOHN C

2. Issuer Name and Ticker or Trading Symbol  
GENESEE & WYOMING INC  
[GWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GENESEE & WYOMING INC., 20 WEST AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Exec. Officer & Pres.

DARIEN, CT 06820

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock, \$.01 par value	02/28/2018		A		2,766 <sup>(1)</sup>	A	\$ 0 399,138 D
Class A Common Stock, \$.01 par value	02/28/2018		F		1,282 <sup>(2)</sup>	D	\$ 69.53 397,856 D
Class A Common Stock, \$.01					55,555	I	By Trust <sup>(3)</sup>

par value

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

**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.**

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMANN JOHN C C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820	X		Chief Exec. Officer & Pres.	

## Signatures

Allison M. Fergus, Attorney-in-Fact for John C. Hellmann  
Date: 03/07/2018

\_\_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).

- Represents the number of underlying shares of Class A Common Stock of the Issuer earned in accordance with the Issuer's attainment of
- (1) pre-determined financial performance targets established under its GVA methodology on the previously granted 2017 performance-based restricted stock unit award. The aforementioned award was also subject to time-based vesting, and vested on February 28, 2018.
  - (2) These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of previously granted 2017 performance-based restricted stock unit awards.

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(3) Held by a trust of which Mr. Hellmann is investment trustee for the benefit of family members of Mr. Hellmann.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. le="BORDER-TOP: #000000 1px solid"> **12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA , CO**

FOOTNOTES

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CUSIP No. 465685105

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Baron Capital Group, Inc.  
320058047

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

5 SOLE VOTING POWER  
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SHARED VOTING POWER  
4,858,603

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
5,143,603

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,143,603

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.80%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC , CO

FOOTNOTES

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CUSIP No. 465685105

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Baron Capital Management, Inc.  
320058047

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

5 SOLE VOTING POWER  
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SHARED VOTING POWER  
539,968

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
539,968

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
539,968

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.03%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA , CO

FOOTNOTES

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CUSIP No. 465685105

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Ronald Baron  
320058047

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

5 SOLE VOTING POWER  
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
SHARED VOTING POWER  
4,858,603

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
5,143,603

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,143,603



**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.80%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC , IN

FOOTNOTES

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Item 1.

- (a) Name of Issuer  
ITC Holdings Corp.
- (b) Address of Issuer's Principal Executive Offices  
27175 Energy Way  
Novi, MI 48377

Item 2.

- (a) Name of Person Filing  
Baron Capital Group, Inc. ("BCG")  
BAMCO, Inc. ("BAMCO")  
Baron Capital Management, Inc. ("BCM")  
Ronald Baron
- (b) Address of Principal Business Office or, if none, Residence  
767 Fifth Avenue, 49th Floor  
New York, NY 10153
- (c) Citizenship  
BCG, BAMCO and BCM are New York corporations. Ronald Baron is a citizen of the United States.
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
465685105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

Explanation of Responses:

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) o A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 5,143,603
- (b) Percent of class: 9.80
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 4,858,603
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 5,143,603

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The advisory clients of BAMCO and BCM have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's common stock in their accounts. To the best of the Filing Persons' knowledge, no such person has such interest relating to more than 5% of the outstanding class of securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

BAMCO and BCM are subsidiaries of BCG. Ronald Baron owns a controlling interest in BCG.

Item 8. Identification and Classification of Members of the Group

Please see Item 3.

Item 9. Notice of Dissolution of Group

Not applicable.

Item Certification  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**BAMCO, Inc.**

Date: February 14, 2014

By: /s/ Ronald Baron  
Name: Ronald Baron  
Title: Chairman and CEO

**Baron Capital Group, Inc.**

Date: February 14, 2014

By: /s/ Ronald Baron  
Name: Ronald Baron  
Title: Chairman and CEO

**Baron Capital Management, Inc.**

Date: February 14, 2014

By: /s/ Ronald Baron  
Name: Ronald Baron  
Title: Chairman and CEO

**Ronald Baron**

Date: February 14, 2014

By: /s/ Ronald Baron  
Name: Ronald Baron  
Title: Individually

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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