

Summit Materials, Inc.
Form 4
August 13, 2015

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 *
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)
08/11/2015

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 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) (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------|------------------|--|------------|------------------|-----------------|----------------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| LP Units of Summit Materials Holdings L.P. | (1) | 08/11/2015 | S(2) | 13,739,945 | (1) | (1) | Class A Common Stock | 13,739,945 |
| LP Units of Summit Materials Holdings L.P. | (1) | 08/11/2015 | S(2) | 2,896,494 | (1) | (1) | Class A Common Stock | 2,896,494 |
| LP Units of Summit Materials Holdings L.P. | (1) | 08/11/2015 | S(2) | 261,315 | (1) | (1) | Class A Common Stock | 261,315 |
| LP Units of Summit Materials Holdings L.P. | (1) | 08/11/2015 | S(2) | 22,143 | (1) | (1) | Class A Common Stock | 22,143 |
| LP Units of Summit Materials Holdings L.P. | (1) | 08/11/2015 | S(2) | 12,867 | (1) | (1) | Class A Common Stock | 12,867 |

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 | | |
| | | X | | |

Blackstone Holdings I/II GP Inc
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group L.P.
345 PARK AVENUE X
NEW YORK, NY 10154

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 08/13/2015

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 08/13/2015

__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 08/13/2015

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 08/13/2015

__Signature of Reporting Person Date

/s/ STEPHEN A. SCHWARZMAN 08/13/2015

__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 on a one-for-one basis.

(2) The Reporting Persons sold to the issuer the number of LP Units set forth above at a price per LP Unit of \$24.784375, which represents the \$25.75 price at which the issuer's Class A common stock was sold in a secondary offering, less the underwriters' discount of \$0.965625 per share.

(3) Total holdings include LP Units previously reported as being indirectly beneficially owned by the Reporting Persons through Summit Materials Holdings GP, Ltd. ("Summit GP"). The Reporting Persons acquired direct ownership of such LP Units in connection with a dividend of LP Units by Summit GP, of which the Blackstone Funds (as defined below) are shareholders. The acquisitions were exempt under Rules 16a-9 and 16a-13.

(4)

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- Reflects securities of the issuer held directly by Blackstone Capital Partners (Delaware) V-NQ L.P. (f/k/a Blackstone Capital Partners (Cayman) V-NQ L.P.).
- (5) Reflects securities of the issuer held directly by Blackstone Capital Partners (Delaware) NQ V-AC L.P. (f/k/a Blackstone Capital Partners (Cayman) NQ V-AC L.P.).
- (6) 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.
- (7) Reflects securities of the issuer held directly by Blackstone Family Investment Partnership (Delaware) V-NQ L.P. (f/k/a Blackstone Family Investment Partnership (Cayman) V-NQ L.P.).
- (8) Reflects securities of the issuer held directly by Blackstone Participation Partnership (Delaware) V-NQ L.P. (f/k/a Blackstone Participation Partnership (Cayman) V-NQ L.P., and 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").
- (9) 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.
- (10) 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 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.
- (11) 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 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.
- (12) 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.
- (13) 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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