Milacron Holdings Corp. Form 3/A February 22, 2017

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

Kratochvil Jim M.

ROAD. SUITE 200

(Last)

(First)

(Street)

C/O MILACRON HOLDINGS

CORP., Â 10200 ALLIANCE

(Middle)

Statement

(Month/Day/Year)

02/22/2017

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Milacron Holdings Corp. [MCRN]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

06/24/2015

(Check all applicable)

10% Owner _X_ Director

Officer _ Other (give title below) (specify below)

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

5. If Amendment, Date Original

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

CINCINNATI, OHÂ 45242

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

(I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

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

SEC 1473 (7-02)

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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)

5. Conversion or Exercise

Price of

6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5)

Expiration Exercisable Date

Title Amount or Number of

Security: Derivative Security Direct (D)

Derivative

1

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Shares or Indirect (I) (Instr. 5) Option (right to buy) $\hat{A} \stackrel{(1)}{=} 10/28/2024 \stackrel{Common}{=} 59,953 \stackrel{(2)}{=} \$ 6.64$ D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kratochvil Jim M.

C/O MILACRON HOLDINGS CORP.
10200 ALLIANCE ROAD, SUITE 200

CINCINNATI, OHÂ 45242

Signatures

/s/ Hugh O'Donnell, as Attorney-in-Fact for James M. Kratochvil

02/22/2017

**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) The options will vest over five years, at a rate of 20% per year, beginning on the first anniversary of the grant date, October 28, 2014, and immediately vest upon a change of control.
- (2) The beneficial ownership of shares were mistakenly reported in the reporting person's original Form 3. This amended Form 3 is filed solely to correct the number of options owned by the reporting person.

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.

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