

Heritage-Crystal Clean, Inc.
Form SC 13G/A
February 03, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 6)*

Heritage-Crystal Clean, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

42726M106
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the
appropriate
box to
designate the
rule pursuant
to which this
Schedule is
filed:

Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

*The
remainder of
this cover page
shall be filled
out for a
reporting
person's initial
filing on this
form with
respect to the
subject class of
securities, and

for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 42726M106 Page 2 of 8 Pages

1	NAME OF REPORTING PERSON	The Heritage Group
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Indiana
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
5	SOLE VOTING POWER	5,005,444
6	SHARED VOTING POWER	0
7	SOLE DISPOSITIVE POWER	5,005,444
8	SHARED DISPOSITIVE POWER	0
9	AGGREGATE	5,005,444

AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)

10

PERCENT OF
CLASS
REPRESENTED 22.7%
BY AMOUNT IN
ROW (9)

11

TYPE OF
REPORTING
PERSON (See
Instructions) PN

12

CUSIP No. 42726M106 Page 3 of 8 Pages

1 NAME
OF
REPORTING PERSON Fred M. Fehsenfeld, Jr.

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

3 SEC USE ONLY

4 CITIZENSHIP
OR PLACE United States
OF
ORGANIZATION

5 SOLE
VOTING 1,015,048
POWER

6 SHARED
VOTING 10,000(1)
POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

7 SOLE
DISPOSITIVE 1,015,048
POWER

8 SHARED
DISPOSITIVE 10,000(1)
POWER

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,025,048
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4.6%
12	TYPE OF REPORTING PERSON (See Instructions)	IN

These shares of Common Stock are owned by the Reporting Person's family members. The Reporting Person (1) disclaims beneficial ownership of the shares of Common Stock owned by these family members except to the extent of the Reporting Person's pecuniary interest therein.

Page 4 of 8

Pages

Item 1.

Name of Issuer:

(a) Heritage-Crystal
Clean, Inc.

Address of
Issuer's Principal
Executive
Offices:

(b) 2175 Point
Boulevard, Suite
375, Elgin,
Illinois 60123

Item 2.

(a) Name of Persons
Filing:

This Schedule
13G is being
jointly filed by
the following
persons (each a
"Reporting Person"
and collectively,
the "Reporting
Persons")
pursuant to Rule
13d-1(k)(1)
promulgated by
the Securities
and Exchange
Commission
pursuant to
Section 13 of the
Securities
Exchange Act of
1934 (the "Act"):

(1) The
Heritage Group
(2) Fred M.
Fehsenfeld, Jr.

A Joint Filing
Agreement has
been executed by
the Reporting
Persons and is
included as
Exhibit A to this
Schedule 13G.

Address of
Principal
Business Office
or, if none,
Residence:
The principal
(b) business office
for both
Reporting
Persons is 5400
West 86th Street,
Indianapolis,
Indiana 46268.

Citizenship:
(1) The
Heritage Group
is an Indiana
general

(c) partnership.
(2) Mr.
Fehsenfeld is a
citizen of the
United States.

Title of Class of
Securities:
(d) Common Stock,
\$0.01 par value.
CUSIP number:
(e) 42726M106.

Item 3. If this statement is
filed pursuant to
Rule 13d-1(b), or
13d-2(b) or (c),
check whether the
person filing is a:

Not applicable.

Page 5 of 8 Pages

Item 4. Ownership

Amount beneficially owned:

- (a) (1) The Heritage Group:
5,005,444
- (2) Mr. Fehsenfeld:
1,025,048

Percent of class:

- (1) The Heritage Group:
22.7%*
- (2) Mr. Fehsenfeld:
4.6%*

*Percentage ownership is based on 22,066,374 shares of Common Stock outstanding as of

- (b) December 17, 2014, based on the number presented in the Issuer's Form 10-Q for the quarter ended September 6, 2014, as adjusted by the public offering reported in the Issuer's 424B5 filed December 15, 2014, and Current Report on Form 8-K filed December 16, 2014.

- (c) Number of shares as to which the person has:
 - (1) The Heritage Group
 - (i) Sole power to vote or to direct the vote:
5,005,444
(FN1)
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct

(iv) the
disposition
of:
5,005,444
(FN1)
Shared
power to
dispose or
to direct
the
disposition
of: 0

FN1: The Heritage Group is a general partnership formed under the laws of the State of Indiana. Twenty-nine grantor trusts own all of the outstanding general partner interests in the Reporting Person. Six trustees, acting on behalf of each of these trusts, have the duty and have been empowered to carry out the purposes of the general partnership pursuant to the Articles of Partnership. The six trustees are Fred M. Fehsenfeld, Jr., James C. Fehsenfeld, Nicholas J. Rutigliano, William S. Fehsenfeld, Amy M. Schumacher, and Jeffrey A. Laborsky. Each of the 29 grantor trusts is managed by these six trustees, and each trust independently owns Common Stock of the Issuer. The Heritage Group and each of the 29 grantor trusts is an entity separate and distinct from each of the others. Each is operated in accordance with its own governing agreement and by the trustees, acting according to the fiduciary duties

imposed upon trustees and partners under the trust and other laws of the State of Indiana. Accordingly, The Heritage Group disclaims beneficial ownership of the shares of Common Stock owned by the 29 grantor trusts.

(2) Mr. Fehsenfeld

- (i) Sole power to vote or to direct the vote: 1,015,048 Shared power to vote or to direct the vote: 10,000 (FN2)
- (ii) Sole power to dispose or to direct the disposition of: 1,015,048 Shared power to dispose or to direct the disposition of: 10,000 (FN2)
- (iii) Sole power to dispose or to direct the disposition of: 1,015,048 Shared power to dispose or to direct the disposition of: 10,000 (FN2)
- (iv) Sole power to dispose or to direct the disposition of: 1,015,048 Shared power to dispose or to direct the disposition of: 10,000 (FN2)

FN2: These shares of Common Stock are owned by the Reporting Person's family members (specifically, his spouse and two children). The Reporting Person disclaims beneficial ownership of the shares of Common Stock owned by these family members except to the extent of the

Reporting Person's pecuniary interest therein. In addition, as discussed in FN1 above, the Reporting Person serves as one of six trustees who together are empowered to act on behalf of The Heritage Group, as well as on behalf of each of the 29 grantor trusts that together own all the outstanding general partner interests of The Heritage Group. The Reporting Person disclaims beneficial ownership of the shares of Common Stock owned by The Heritage Group and/or by any of the 29 grantor trusts except to the extent of the Reporting Person's pecuniary interest therein.

Page 6 of 8 Pages

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

Not
applicable.

Ownership
of
More
than
Five
Item Percent

6. on
Behalf
of
Another
Person
Please refer to
FN1 and FN2
in Item 4.

Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Item Security

7. Being
Reported on
by the Parent
Holding
Company or
Control
Person

Not
applicable.

Identification
and
Item Classification
8. of Members
of the Group

Not
applicable.

Item Notice of

9. Dissolution of
Group
Not
applicable.

Item Certifications

10. Not
applicable.

Page 7 of 8 Pages

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.

The Heritage Group

By: /s/ John P. Vercruysse

January 31, 2015 John P. Vercruysse, Controller

Fred M. Fehsenfeld, Jr.

By: /s/ Fred M. Fehsenfeld, Jr.

January 31, 2015 Fred M. Fehsenfeld, Jr.

Page 8 of 8 Pages

EXHIBIT A

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned persons hereby agrees and consents to the filing of a single Schedule 13G, and any and all future amendments thereto, with the Securities and Exchange Commission on their behalf in connection with their beneficial ownership of securities of Heritage-Crystal Clean, Inc.

This Agreement may be executed in any number of counterparts each of which shall be deemed an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned persons hereby execute this Agreement on the dates indicated below.

The Heritage Group

By: /s/ John P. Vercruysse

January 31, 2015 John P. Vercruysse, Controller

Fred M. Fehsenfeld, Jr.

By: /s/ Fred M. Fehsenfeld, Jr.

January 31, 2015 Fred M. Fehsenfeld, Jr.