

TMS International Corp.  
Form 4  
October 18, 2013

**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 \*  
**HELLER LEON Z**

(Last) (First) (Middle)  
  
1155 BUSINESS CENTER  
DRIVE, SUITE 200  
  
(Street)

HORSHAM, PA 19044

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TMS International Corp. [TMS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/16/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Exec VP, Sec. & Gen Counsel**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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 | 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) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V   | (A) | (D) | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|-----|-----|-----|------------------|-----------------|----------------------|----------------------------|
| Class B Common Stock                 | (1)                          | 10/16/2013       | D          | 15,087   | (1)  | (1) |     |     |                  |                 | Class A Common Stock | 15,087                     |
| Employee Stock Option (Right to Buy) | \$ 13                        | 10/16/2013       | D          | 3,750  | (3)  |     |     |     | 04/12/2021       |                 | Class A Common Stock | 3,750                      |
| Employee Stock Option (Right to Buy) | \$ 11.18                     | 10/16/2013       | D          | 3,750  | (4)  |     |     |     | 04/12/2022       |                 | Class A Common Stock | 3,750                      |
| Employee Stock Option (Right to Buy) | \$ 13.35                     | 10/16/2013       | D          | 10,000   | (5)  |     |     |     | 02/18/2013       |                 | Class A Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| HELLER LEON Z<br>1155 BUSINESS CENTER DRIVE<br>SUITE 200<br>HORSHAM, PA 19044 |               |           | Exec VP, Sec. & Gen Counsel |       |

## Signatures

/s/ Leon Heller 10/18/2013

\*\*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) Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock. The Class B Common Stock has no expiration date.

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- (2) Disposed of pursuant to, and on the effective date of, the merger (the "Merger") contemplated by the Agreement and Plan of Merger dated as of August 23, 2013, among the issuer, Crystal Acquisition Company, Inc. and Crystal Merger Sub, Inc., in exchange for the merger consideration of \$17.50 per share in cash.

- (3) These options were granted on April 12, 2011 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining 40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$16,875, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

- (4) These options were granted on April 12, 2012 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining 40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$23,700, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

- (5) These options were granted on February 18, 2013 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining 40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$41,500, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

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.