

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

April 04, 2014

**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 \*  
Hamilton Scott B

2. Issuer Name and Ticker or Trading Symbol  
GLOBAL BRASS & COPPER HOLDINGS, INC. [BRSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
475 N. MARTINGALE ROAD, SUITE 1050  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/03/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
General Counsel & Secretary

SCHAUMBURG, IL 60173

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	04/03/2014		A <sup>(1)</sup>		5,526	A	\$ 0
					14,095		D
Common Stock, par value \$0.01 per share	04/03/2014		A <sup>(2)</sup>		730	A	\$ 0
					14,825		D
Common Stock, par value \$0.01	04/03/2014		F <sup>(3)</sup>		275	D	\$ 16.06
					14,550		D

per share

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <sup>(4)</sup>	\$ 16.06	04/03/2014		A	11,616	<sup>(5)</sup> 04/03/2024		Common Stock, par value \$0.01 per share	11,616
Performance Shares/Units	<sup>(6)</sup>	04/03/2014		A <sup>(7)</sup>	1,458	<sup>(7)</sup> <sup>(7)</sup>		Common Stock, par value \$0.01 per share	1,458

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hamilton Scott B 475 N. MARTINGALE ROAD SUITE 1050 SCHAUMBURG, IL 60173			General Counsel & Secretary	

## Signatures

/s/ Scott B.  
Hamilton 04/04/2014

<sup>\*\*</sup>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) The Common Stock is restricted as of the date of grant. The shares will vest and become unrestricted in three equal installments over three years. The first third of the shares will vest on April 3, 2015, the second third on April 3, 2016 and the last third on April 3, 2017.

(2) Settlement of non-derivative performance shares for the performance period ending December 31, 2013, granted under the Global Brass and Copper Holdings, Inc. Omnibus Equity Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).

(3) Shares withheld to satisfy minimum tax withholding requirements upon vesting of performance shares.

(4) None of the options are vested or exercisable on the date of grant. The options will vest in three equal installments over three years. The first third of the options vest and become exercisable on April 3, 2015, the second third on April 3, 2016 and the last third on April 3, 2017.

(5) The options are exercisable immediately upon vesting. *See* footnote (4).

(6) Converts to common stock on a 1-for-1 basis.

(7) Performance shares/units were acquired upon conversion of non-derivative performance shares for the performance period ending December 31, 2013. One third of the performance shares vested and settled into shares of common stock as reported in footnote (2) above, with the remaining performance shares convertible into shares of common stock on a 1-for-1 basis based on continued service by the insider, with one half vesting and settling in shares on April 3, 2015 and one half vesting and settling in shares on April 3, 2016.

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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