

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

May 31, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**TOLER WILLIAM G**

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)  
05/26/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President - GBC Metals, LLC

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 <sup>(1)</sup>	05/26/2016		A		5,009	A	\$ 0
Common Stock, par value \$0.01 per share <sup>(2)</sup>	05/29/2016		F		599	D	\$ 26.66

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



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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 February 11, 2017, the second third on February 11, 2018 and the last third on February 11, 2019.

(4) The options are exercisable immediately upon vesting. See footnote (1).

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.