

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

May 31, 2016

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 *
Michchelli Robert T

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
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Financial Officer

SCHAUMBURG, IL 60173

(City) (State) (Zip)

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

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share ⁽¹⁾	05/26/2016		A	5,893	A	\$ 0	57,532	D
Common Stock, par value \$0.01 per share ⁽²⁾	05/29/2016		F	1,053	D	\$ 26.66	56,479	D

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)	8. Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 26.97	05/26/2016		A	15,783	⁽⁴⁾ 05/26/2026	Common Stock par value, \$0.01 per share	15,783

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Micchelli Robert T 475 N. MARTINGALE ROAD SUITE 1050 SCHAUMBURG, IL 60173			Chief Financial Officer	

Signatures

/s/ Scott B. Hamilton,
Attorney-in-Fact

05/31/2016

³Signature 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).

The Common Stock is restricted as of the date of grant. The shares will vest and become unrestricted in three equal installments over
(1) three years. The first third of the shares will vest on February 11, 2017, the second third on February 11, 2018 and the last third on February 11, 2019.

(2) Shares withheld by the Issuer to satisfy the minimum tax withholding requirements upon vesting of certain restricted stock granted on May 29, 2013.

(3)

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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.

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