GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

February 13, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Denner Devin K Symbol

(Middle)

GLOBAL BRASS & COPPER HOLDINGS, INC. [BRSS]

3. Date of Earliest Transaction

(Month/Day/Year) 02/09/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify below) President - Chase Brass, LLC

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SCHAUMBURG, IL 60173

475 N. MARTINGALE

ROAD, SUITE 1050

(First)

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Stock, par value \$0.01 per share (1)	02/09/2017		A	3,319	A	\$ 0	17,066	D	
Common Stock, par value \$0.01 per share (2)	02/11/2017		F	651	D	\$ 33.85	16,415	D	
Common Stock, par value \$0.01	02/12/2017		F	840	D	\$ 33.85	15,575	D	

per share (3)

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number coof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	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) (4)	\$ 33.9	02/09/2017		A	9,094	<u>(5)</u>	02/09/2027	Common Stock par value, \$0.01 per share	9,094

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Denner Devin K 475 N. MARTINGALE ROAD

SCHAUMBURG, IL 60173

President - Chase Brass, LLC

Signatures

SUITE 1050

/s/ Scott B. Hamilton, Attorney-in-Fact 02/13/2017

**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)

Reporting Owners 2

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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 February 9, 2018, the second third on February 9, 2019 and the last third on February 9, 2020.

- (2) Shares withheld by the Issuer to satisfy the minimum tax withholding requirements upon vesting of certain restricted stock granted on February 11, 2016 that vest in three equal installments on the first three anniversaries of the grant date.
- (3) Shares withheld by the Issuer to satisfy the minimum tax withholding requirements upon vesting of certain restricted stock granted on February 12, 2015 that vest in three equal installments on the first three anniversaries of the grant date.
- 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 (4) first third of the options vest and become exercisable on February 9, 2018, the second third on February 9, 2019 and the last third on February 9, 2020.
- (5) The options are exercisable immediately upon vesting. See footnote (4).

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.