

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

February 13, 2017

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)
02/09/2017

___ 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 ⁽¹⁾	02/09/2017		A		2,397	A	\$ 0
Common Stock, par value \$0.01 per share ⁽²⁾	02/11/2017		F		496	D	\$ 33.85
Common Stock, par value \$0.01	02/12/2017		F		697	D	\$ 33.85

per share ⁽³⁾

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy) ⁽⁴⁾	\$ 33.9	02/09/2017		A	6,567	⁽⁵⁾ 02/09/2027	Common Stock, par value \$0.01 per share	6,567

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, 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)

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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.

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