

J M SMUCKER Co
Form 4
July 15, 2015

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 *
AlpInvest US Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
J M SMUCKER Co [SJM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
299 PARK AVENUE, 35TH FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2015

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
May be a member of a 13(d) gro

NEW YORK, NY 10171

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Without par value | 07/15/2015 | | S | | 3,010,781 (2) | D | \$ 103.82 (1) |
| | | | | | 0 | I | Held through Blue Holdings I, L.P. (2) (3) (4) |

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. 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| AlpInvest US Holdings, LLC 299 PARK AVENUE, 35TH FLOOR NEW YORK, NY 10171 | | | | May be a member of a 13(d) gro |
| AlpInvest Partners Blue Co-Invest LLC C/O ALPINVEST US HOLDINGS, LLC 299 PARK AVENUE, 35TH FLOOR NEW YORK, NY 10171 | | | | May be a member of a 13(d) gro |

Signatures

Evert Vink 07/15/2015

**Signature of Reporting Person Date

Tim Koek 07/15/2015

**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) This amount represents the secondary price per share of common stock, without par value ("Common Stock"), of The J.M. Smucker Company (the "Issuer") received by Blue Holdings I, L.P. ("Blue Holdings") in an underwritten secondary block trade.
- These shares represent shares of Common Stock that were sold by Blue Holdings as part of a sale by Blue Holdings of an aggregate of 4,921,934 shares of Common Stock. Blue Holdings directly owns all of the shares of Common Stock reported in this statement.
- (2) Centerview Capital, L.P. and certain of its affiliated investment funds hold limited partner interests in Blue Holdings. Blue Holdings directly owns all of the shares of Common Stock reported herein. AlpInvest Partners Blue Co-Invest LLC holds limited partner interests in Blue Holdings.

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- (3) The manager of AlpInvest Partners Blue Co-Invest LLC is AlpInvest US Holdings, LLC.

Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of

- (4) this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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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