

CASTLE A M & CO  
Form 8-K  
September 26, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report: September 22, 2014  
(Date of earliest event reported)

A. M. CASTLE & CO.  
(Exact name of registrant as specified in its charter)

|   |                                    |   |
|---|------------------------------------|---|
| Maryland<br>(State or other jurisdiction of<br>incorporation) | 1-5415<br>(Commission File Number) | 36-0879160<br>(IRS Employer Identification No.) |
|---|------------------------------------|---|

1420 Kensington Road, Suite 220  
Oak Brook, IL 60523  
(Address of principal executive offices)

Registrant's telephone number including area code: (847) 455-7111

Not Applicable  
(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13 e-4(c) under the Exchange Act (17 CFR 240.13 e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 22, 2014, Scott F. Stephens informed A.M. Castle & Co. (the “Company”) of his intention to resign (b) from his position as Vice President, Chief Financial Officer and Treasurer of the Company, which will become effective September 26, 2014.

The Company has appointed Patrick R. Anderson, 42, to serve as interim Vice President, Chief Financial Officer and Treasurer, effective as of September 26, 2014. Mr. Anderson has served as Vice President, Corporate (c) Controller and Chief Accounting Officer of the Company since August 2007 and will also continue in this role. Formerly, he served as a Senior Manager with Deloitte & Touche LLP (a global accounting firm) from 1994.

In recognition of Mr. Anderson’s assumption of the interim CFO role and expanded responsibilities, his compensation will be adjusted to include a base salary of \$232,400, and a cash bonus of \$20,000 contingent upon continued employment through April 30, 2015.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | A. M. Castle & Co. Press Release, dated September 26, 2014. |

Cautionary Statement on Risks Associated with Forward Looking Statements

Information provided and statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (“Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this report and the Company assumes no obligation to update the information included in this report. Such forward looking statements include, but are not limited to, statements concerning our possible or assumed future results of operations, and our expectations and estimates relating to restructuring activities, including restructuring charges and timing of cash payments related thereto, and operational flexibility, savings, and efficiencies from such restructuring actions. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “aim,” “plan,” “should,” or similar expressions. These statements are not guarantees of performance or results, and they involve risks, uncertainties, and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward looking statements. For a further description of these risk factors, see the risk factors identified in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except as required by the federal securities laws, we do not have any obligations or intention to release publicly any updates or revisions to any forward-looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events or for any other reason.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A.M. CASTLE & CO.

September 26, 2014

By: /s/ Marec E. Edgar  
Marec E. Edgar  
Vice President, General Counsel & Secretary

EXHIBIT INDEX

| Exhibit Number | Description   | Page Number |
|----------------|---|-------------|
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