

KPS Capital Partners, LLC  
 Form 4  
 October 02, 2013

**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 \*  
 Halkos Holdings, LLC

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)

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

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O GLOBAL BRASS & COPPER HOLDINGS, INC., 475 N. MARTINGALE ROAD, SUITE 1050

10/01/2013

(Street)

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

SCHAUMBURG, IL 60137

(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 (D) Price  |   |  |  |
| Common Stock, par value \$0.01 per share | 10/01/2013                           |  | S                              | 5,750,000 D \$ 15.7163  | 7,310,000   | D (1) (2)  |  |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Halkos Holdings, LLC<br>C/O GLOBAL BRASS & COPPER HOLDINGS, INC.<br>475 N. MARTINGALE ROAD, SUITE 1050<br>SCHAUMBURG, IL 60137 |               | X         |         |       |
| KPS Special Situations Fund III, L.P.<br>C/O KPS CAPITAL PARTNERS, LP<br>485 LEXINGTON AVENUE, FL 31<br>NEW YORK, NY 10017     |               | X         |         |       |
| KPS Investors III, LP<br>C/O KPS CAPITAL PARTNERS, LP<br>485 LEXINGTON AVENUE, FL 31<br>NEW YORK, NY 10017                     |               | X         |         |       |
| KPS Investors II, L.P.<br>C/O KPS CAPITAL PARTNERS, LP<br>485 LEXINGTON AVENUE, FL 31<br>NEW YORK, NY 10017                    |               | X         |         |       |
| KPS Investors II GP, LLC<br>C/O KPS CAPITAL PARTNERS, LP<br>485 LEXINGTON AVENUE, FL 31<br>NEW YORK, NY 10017                  |               | X         |         |       |
| KPS Capital Partners, LLC<br>C/O KPS CAPITAL PARTNERS, LP  |               | X         |         |       |

485 LEXINGTON AVENUE, FL 31  
NEW YORK, NY 10017

KPS Special Situations Fund III (A), L.P.  
C/O KPS CAPITAL PARTNERS, LP  
485 LEXINGTON AVENUE, FL 31  
NEW YORK, NY 10017 X

KPS Special Situations Fund II, L.P.  
C/O KPS CAPITAL PARTNERS, LP  
485 LEXINGTON AVENUE, FL 31  
NEW YORK, NY 10017 X

KPS Special Situations Fund II (A), L.P.  
C/O KPS CAPITAL PARTNERS, LP  
485 LEXINGTON AVENUE, FL 31  
NEW YORK, NY 10017 X

KPS Investors III, Ltd.  
C/O KPS CAPITAL PARTNERS, LP  
485 LEXINGTON AVENUE, FL 31  
NEW YORK, NY 10017 X

## Signatures

|  |            |
|--|------------|
| Halkos Holdings, LLC, /s/ Michael Psaros, Executive Committee Member                 | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Special Situations Fund III, L.P., /s/ Stephen Hoey, Chief Financial Officer     | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Investors III, L.P., /s/ Stephen Hoey, Chief Financial Officer                   | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Investors II, L.P., /s/ Stephen Hoey, Chief Financial Officer                    | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Investors II GP, LLC, /s/ Stephen Hoey, Chief Financial Officer                  | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Capital Partners, LLC, /s/ Stephen Hoey, Chief Financial Officer                 | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Special Situations Fund III (A), L.P., /s/ Stephen Hoey, Chief Financial Officer | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Special Situations Fund II, L.P., /s/ Stephen Hoey, Chief Financial Officer      | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Special Situations Fund II (A), L.P., /s/ Stephen Hoey, Chief Financial Officer  | 10/02/2013 |
| __Signature of Reporting Person  | Date       |
| KPS Investors III, Ltd., /s/ Stephen Hoey, Chief Financial Officer                   | 10/02/2013 |

\_\_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).

Halkos Holdings, LLC is a 10%+ shareholder of Global Brass and Cooper Holdings, Inc. KPS Special Situations Fund II, L.P., KPS Special Situations Fund II (A), L.P., KPS Special Situations Fund III, LP and KPS Special Situations Fund III (A), L.P. are collectively majority members of Halkos Holdings, LLC. KPS Investors III, Ltd. is the general partner of KPS Special Situations Fund III (A), L.P.

(1) and KPS Capital Partners, LLC is the controlling shareholder of KPS Investors III, Ltd. KPS Investors III, L.P. is the general partner of KPS Special Situations Fund III, L.P. and KPS Capital Partners, LLC is the general partner of KPS Investors III, L.P. KPS Investors II, L.P. is the general partner of KPS Special Situation Fund II, L.P. and KPS Special Situations Fund II (A), L.P. KPS Investors II GP, LLC is the general partner of KPS Investors II, L.P.

(2) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Securities Exchange Act of 1934, as amended.

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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