

ONEX CORP
Form 3/A
April 14, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â ONEX CORP			(Month/Day/Year)		TMS International Corp. [TMS]	
(Last)	(First)	(Middle)	04/08/2011		4. Relationship of Reporting Person(s) to Issuer	
161 BAY STREET,Â					(Check all applicable)	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
TORONTO,Â A6Â M5J 2S1					04/08/2011	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
					___ Form filed by One Reporting Person	
					X Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Class B Common Stock	04/05/2011	Â <u>(1)</u>	Class A Common Stock	4,022,135 <u>(4) (5)</u>	\$ <u>(2)</u>	D	Â
Class A Preferred Stock		Â <u>(3)</u>	Class B Common Stock	20,721,003 <u>(3) (4) (5)</u>	\$ 13 <u>(3)</u>	D	Â
Class B Common Stock	04/05/2011	Â <u>(1)</u>	Class A Common Stock	2,365,636 <u>(6)</u>	\$ <u>(2)</u>	D	Â
Class A Preferred Stock		Â <u>(3)</u>	Class B Common Stock	12,187,139 <u>(3) (6)</u>	\$ 13 <u>(3)</u>	D	Â
Class B Common Stock	04/05/2011	Â <u>(1)</u>	Class A Common Stock	19,763 <u>(7)</u>	\$ <u>(2)</u>	D	Â
Class A Preferred Stock		Â <u>(3)</u>	Class B Common Stock	101,819 <u>(3)</u> <u>(7)</u>	\$ 13 <u>(3)</u>	D	Â
Class B Common Stock	04/05/2011	Â <u>(1)</u>	Class A Common Stock	95,361 <u>(8)</u>	\$ <u>(2)</u>	D	Â
Class A Preferred Stock		Â <u>(3)</u>	Class B Common Stock	491,276 <u>(3)</u> <u>(8)</u>	\$ 13 <u>(3)</u>	D	Â
Class B Common Stock	04/05/2011	Â <u>(1)</u>	Class A Common Stock	46,336 <u>(9)</u>	\$ <u>(2)</u>	D	Â
Class A Preferred Stock		Â <u>(3)</u>	Class B Common Stock	238,715 <u>(3)</u> <u>(9)</u>	\$ 13 <u>(3)</u>	D	Â
Class B Common Stock	04/05/2011	Â <u>(1)</u>	Class A Common Stock	543,841 <u>(10)</u> <u>(11)</u>	\$ <u>(2)</u>	D	Â
Class A Preferred Stock		Â <u>(3)</u>	Class B Common Stock	2,801,734 <u>(3) (10) (11)</u>	\$ 13 <u>(3)</u>	D	Â
Class B Common Stock	04/05/2011	Â <u>(1)</u>	Class A Common Stock	4,117,496	\$ <u>(2)</u>	I	See Footnote <u>(12)</u>
Class A Preferred Stock		Â <u>(3)</u>	Class B Common Stock	21,212,279 <u>(3)</u>	\$ 13 <u>(3)</u>	I	See Footnote <u>(12)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEX CORP 161 BAY STREET TORONTO, ON A6M5J 2S1	^	^ X	^	^
SCHWARTZ GERALD W C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON A6M5J 2S1	^	^ X	^	^
Tube City EI II Ltd. C/O ONEX CORPORATION 161 BAY STREET TORONTO, ON A6M5J 2S1	^	^ X	^	^
ONEX PARTNERS II L P C/O ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NEW YORK, NY 10019	^	^ X	^	^

Signatures

/s/ Donald Lewtas for Onex Corporation, pursuant to a power of attorney being filed herewith

04/14/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Class B Common Stock and the Class A Preferred Stock have no expiration date.
- Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock and are automatically convertible on a one-for-one basis into shares of Class A Common Stock upon a sale or other disposition to any person other than (i) a person who obtained Class B Common Stock through a direct issuance by the Issuer or (ii) Onex Corporation, Onex Partners II LP or any controlled affiliate of Onex Corporation or Onex Partners II LP. The Class B Common Stock has no expiration date. Shares of Class B Common Stock shown reflect a 207.4307-for-one stock split, which occurred on April 13, 2011.
- (2) Each share of Class A Preferred Stock is convertible into a number of shares of Class B Common Stock determined by dividing the liquidation preference at the time of conversion by the conversion price. Concurrently with the initial public offering of the Issuer's Class A Common Stock, each share of Class A Preferred Stock will convert into the number of shares of Class B Common Stock on the basis of a conversion price equal to the public offering price of \$13.00 per share of Class A Common Stock in the offering. The Class A Preferred Stock is also convertible into Class B Common Stock at the holder's election. The Class A Preferred Stock has no expiration date.
- (3) All of the shares owned by Onex Corporation are reported as beneficially owned by each of Onex Corporation and Gerald Schwartz, notwithstanding the fact that Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (4) Onex Corporation may be deemed to own beneficially the shares of Class B Common Stock and Class A Preferred Stock held directly by it and by (a) Onex Partners II LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Partners II LP, (b) Onex Partners II GP LP, through
- (5)

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Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, (c) Onex US Principals LP, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Onex American Holdings GP LLC, the general partner of Onex US Principals LP, and (d) Tube City EI II Ltd., through Onex Corporation's ownership of all of the common stock of Tube City EI II Ltd. Onex Corporation disclaims beneficial ownership of these securities except to the extent of its direct ownership.

- (6) Represents shares directly owned by Onex Partners II LP. All of the shares owned by Onex Partners II LP are reported as beneficially owned by each of Onex Partners II LP, Onex Corporation and Gerald Schwartz, notwithstanding the fact that each of Onex Corporation and Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex Corporation and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (7) Represents shares directly owned by Onex Partners II GP LP. All of the shares owned by Onex Partners II GP LP are reported as beneficially owned by each of Onex Partners II GP LP, Onex Corporation and Gerald Schwartz, notwithstanding the fact that each of Onex Corporation and Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex Corporation and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (8) Represents shares directly owned by 1597257 Ontario Inc. All of the shares owned by 1597257 Ontario Inc. are reported as beneficially owned by each of 1597257 Ontario Inc. and Gerald Schwartz, notwithstanding the fact that each Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (9) Represents shares directly owned by Onex US Principals LP. All of the shares owned by Onex US Principals LP are reported as beneficially owned by each of Onex US Principals LP, Onex Corporation and Gerald Schwartz, notwithstanding the fact that each of Onex Corporation and Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex Corporation and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (10) Represents shares directly owned by Tube City EI II Ltd. All of the shares owned by Tube City EI II Ltd. are reported as beneficially owned by each of Tube City EI II Ltd., Onex Corporation and Gerald Schwartz, notwithstanding the fact that Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex Corporation and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (11) The following people have options to purchase shares of the issuer held by Tube City EI II Ltd.: Gerald Schwartz, Ewout Heersink, Mark Hilson, Andrew Sheiner, Donald Lewtas, Nigel Wright, Chris Govan, Timothy Duncanson, Andrea Daly, Christine Donaldson, David J. Mansell, David R. Hirsch, Kosty Gilis, Andrew Lapham, Scott Mather, and Manish Srivastava.
- (12) Mr. Gerald W. Schwartz, the Chairman, President and Chief Executive Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation. The interests of Onex Corporation are described in footnotes 4 through 10. Mr. Schwartz disclaims beneficial ownership in these securities, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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Remarks:

1.Â ThisÂ amendmentÂ reflectsÂ aÂ 207.4307-for-oneÂ stockÂ splitÂ ofÂ ClassÂ BÂ CommonÂ StockÂ thatÂ occurredÂ

AdditionalÂ ReportingÂ PersonÂ SignaturesÂ Â /s/Â DonaldÂ Lewtas,Â attorney-in-factÂ forÂ GeraldÂ W.Â Schwart

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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