

Summit Materials, Inc.
Form SC 13G
September 04, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Summit Materials, Inc.
(Name of Issuer)

Class A Common Stock, \$0.01 Par Value
(Title of Class of Securities)

86614U100
(CUSIP Number)

August 29, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 86614U100

	NAMES OF REPORTING PERSONS	
1.	Three Bays Capital LP	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2.	(a)	(b)
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	5.	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6,550,000	SHARED VOTING POWER
	6.	—0—
	7.	SOLE DISPOSITIVE POWER
	6,550,000	SHARED DISPOSITIVE POWER
	8.	—0—
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,550,000	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	5.9%*	
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	

PN, IA

Based on 111,629,238 shares of Class A Common Stock outstanding as of July 26, 2018, as disclosed in Summit
*Materials, Inc's (the "Issuer") Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on August 2,
2018.

CUSIP No. 86614U100

1. NAMES OF REPORTING PERSONS
 TBC GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5. SOLE VOTING POWER
 6,550,000

6. SHARED VOTING POWER
 —0—

7. SOLE DISPOSITIVE POWER
 6,550,000

8. SHARED DISPOSITIVE POWER
 —0—

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,550,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.9%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 OO

*

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Based on 111,629,238 shares of Class A Common Stock outstanding as of July 26, 2018, as disclosed in the Issuer's Form 10-Q filed with the SEC on August 2, 2018.

CUSIP No. 86614U100

1. NAMES OF REPORTING PERSONS
 TBC Master LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands
 SOLE VOTING POWER

5. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. 6,550,000
 SHARED VOTING POWER

7. —0—
 SOLE DISPOSITIVE POWER

8. 6,550,000
 SHARED DISPOSITIVE POWER

9. —0—
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 6,550,000
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.9%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 PN

*

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Based on 111,629,238 shares of Class A Common Stock outstanding as of July 26, 2018, as disclosed in the Issuer's Form 10-Q filed with the SEC on August 2, 2018.

CUSIP No. 86614U100

NAMES OF REPORTING PERSONS

1. TBC Partners GP LLC
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (SEE
 2. INSTRUCTIONS)
 (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF
 ORGANIZATION

Delaware

SOLE VOTING POWER

5. NUMBER OF 6,550,000
 SHARES SHARED VOTING POWER
 BENEFICIALLY OWNED BY

6. EACH 0—
 REPORTING PERSON SOLE DISPOSITIVE POWER

7. WITH 6,550,000
 SHARED DISPOSITIVE POWER

8. 0—

9. AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

6,550,000

10. CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (SEE
 INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW 9

5.9%*

12. TYPE OF REPORTING PERSON (SEE
 INSTRUCTIONS)

OO

*

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Based on 111,629,238 shares of Class A Common Stock outstanding as of July 26, 2018, as disclosed in the Issuer's Form 10-Q filed with the SEC on August 2, 2018.

CUSIP No. 86614U100

1. NAMES OF REPORTING PERSONS
 Matthew Sidman

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5. SOLE VOTING POWER
 6,550,000

6. SHARED VOTING POWER
 —0—

7. SOLE DISPOSITIVE POWER
 6,550,000

8. SHARED DISPOSITIVE POWER
 —0—

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,550,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.9%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

*

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Based on 111,629,238 shares of Class A Common Stock outstanding as of July 26, 2018, as disclosed in the Issuer's Form 10-Q filed with the SEC on August 2, 2018.

Item 1 (a). Name of Issuer:

Summit Materials, Inc. (the "Issuer")

Item 1 (b). Address of Issuer's Principal Executive Offices:

1550 Wynkoop Street, 3rd Floor
Denver, Colorado 80202

Item 2 (a). Name of Person Filing:

This statement is being filed by the following persons with respect to the shares of Class A Common Stock of the Issuer directly owned by TBC Master LP ("TBC Master"):

- (i) Three Bays Capital LP ("Three Bays Capital"), a Delaware limited partnership and investment manager to TBC Master;
- (ii) TBC GP LLC ("TBC GP"), a Delaware limited liability company and the General Partner of Three Bays Capital;
- (iii) TBC Master, a Cayman Islands exempted limited partnership;
- (iv) TBC Partners GP LLC ("TBC Partners GP"), a Delaware limited liability company and the General Partner of TBC Master; and
- (v) Matthew Sidman, the Managing Member of TBC GP and TBC Partners GP.

The above parties are sometimes individually referred to herein as a "Reporting Person" and collectively as the "Reporting Persons".

Item 2 (b). Address of Principal Business Office or, if None, Residence:

The address for each of the Reporting Persons (except TBC Master) is:

c/o Three Bays Capital LP
222 Berkeley Street, 19th Floor
Boston, Massachusetts 02116

The address for TBC Master is:

c/o Morgan Stanley Fund Services (Cayman) Ltd.
Cayman Corporate Centre
27 Hospital Road
George Town, Grand Cayman KY1-9008
Cayman Islands

Item 2 (c). Citizenship:

Three Bays Capital – Delaware

TBC GP – Delaware

TBC Master – Cayman Islands

TBC Partners GP – Delaware

Matthew Sidman – United States

Item 2 (d). Title of Class of Securities:

Class A Common Stock, \$0.01 par value (“Class A Common Stock”)

Item 2 (e). CUSIP Number:

86614U100

Item 3. Not applicable.

Item 4. Ownership.

For each of the Reporting Persons:

(a) Amount beneficially owned: 6,550,000 shares of Class A Common Stock

(b) Percent of class: 5.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 6,550,000

(ii) Shared power to vote or to direct the vote: —0—

(iii) Sole power to dispose or to direct the disposition of: 6,550,000

(iv) Shared power to dispose or to direct the disposition of: —0—

The percentages of beneficial ownership of Common Stock above are based on 111,629,238 shares of Class A Common Stock outstanding as of July 26, 2018, as disclosed in the Issuer’s Form 10-Q filed with the SEC on August 2, 2018. The amount beneficially owned includes 1,500,000 shares of Class A Common Stock underlying options.

Three Bays Capital is the investment manager of TBC Master. TBC GP is the General Partner of Three Bays Capital. TBC Partners GP is the General Partner of TBC Master. Matthew Sidman is the Managing Member of TBC GP and TBC Partners GP.

Each Reporting Person may be deemed to beneficially own the Class A Common Stock held directly by TBC Master, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person other than TBC Master is the beneficial owner of Class A Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose (including, without limitation, any tax purposes) and each of the Reporting Persons other than TBC Master expressly disclaims

beneficial ownership of all shares of Class A Common Stock held directly by TBC Master and any assertion or presumption that it and the other persons on whose behalf this statement is filed constitute a “group”.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Certain feeder funds that are limited partners of TBC Master have the right to receive dividends from, and proceeds from, the sale of the Class A Common Stock directly held by TBC Master.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10.