Hill Thomas W. Form 4 March 16, 2018

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

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

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Summit Materials, Inc. [SUM]

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Hill Thomas W.

(Last) (First) (Middle)

C/O SUMMIT MATERIALS. INC., 1550 WYNKOOP STREET, 3RD FLOOR

(Street)

03/14/2018

(Month/Day/Year)

3. Date of Earliest Transaction

Symbol

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DENVER, CO 80202

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ies Acqui	ired, Disposed of	, or Beneficial	ly 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) our Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	03/14/2018		M	4,343	A	\$ 18	146,245	D	
Class A Common Stock	03/14/2018		M	89,850	A	\$ 18	236,095	D	
Class A Common Stock	03/14/2018		M	47,959	A	\$ 17.07	284,054	D	
Class A	03/14/2018		S	300 (1)	D	\$	283,754	D	

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Common Stock					31.26 (2)			
Class A Common Stock	03/14/2018	S	18,748 (1)	D	\$ 31.6 (3)	265,006	D	
Class A Common Stock	03/14/2018	S	123,104 (1)	D	\$ 31.01 (4)	141,902	D	
Class A Common Stock	03/15/2018	M	61,375	A	\$ 18	203,277	D	
Class A Common Stock	03/15/2018	S	7,006 (1)	D	\$ 31.07 (5)	196,271	D	
Class A Common Stock	03/15/2018	S	54,369 (1)	D	\$ 30.31 (6)	141,902	D	
Class A Common Stock	03/16/2018	M	244,432	A	\$ 18	386,334	D	
Class A Common Stock	03/16/2018	S	5,600 (1)	D	\$ 30.59 (7)	380,734	D	
Class A Common Stock	03/16/2018	S	238,832 (1)	D	\$ 31.15 (8)	141,902	D	
Class A Common Stock						365	I	See Footnote

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of orDerivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
Security	or Exercise	•	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or	•	
	Derivative				Disposed of (D)		
	Security				(Instr. 3, 4, and		
					5)		

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 18	03/14/2018	M	4,343	(10)	03/11/2025	Class A Common Stock	4,343
Options (right to buy)	\$ 18	03/14/2018	M	89,850	<u>(11)</u>	03/11/2025	Class A Common Stock	89,850
Options (right to buy)	\$ 17.07	03/14/2018	M	47,959	(12)	02/24/2026	Class A Common Stock	47,959
Options (right to buy)	\$ 18	03/15/2018	M	61,375	(11)	03/11/2025	Class A Common Stock	61,375
Options (right to buy)	\$ 18	03/16/2018	M	244,432	(11)	03/11/2015	Class A Common Stock	244,432

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
Hill Thomas W.					
C/O SUMMIT MATERIALS, INC.	X		President & CEO		
1550 WYNKOOP STREET, 3RD FLOOR	Λ		Trestuent & CEO		
DENVER, CO 80202					

Signatures

/s/Anne Lee Benedict, as Attorney-in-Fact 03/16/2018

**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) The Board of Directors of the Issuer has instituted robust ownership guidelines for the Reporting Person, requiring that he hold a value of 6 times his base salary in the Issuer's equity. After the above reported sales the Reporting Person will hold almost 34 times his base salary in the Issuer's equity (using the closing price of \$31.81 on March 13, 2018, the day before the first sale reported). This calculation does not include unvested options or performance share units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.25 to \$31.28, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.50 to \$31.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

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the range set forth above.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.80 to \$31.26, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.00 to \$31.23, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.25 to \$30.38, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.50 to \$30.68, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.70 to \$31.68, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (9) Reflects securities held by a trust for the benefit of Mr. Hill's family, for which Mr. Hill's spouse serves as trustee.
- (10) Reflects the grant of 559,181 options that vest in four equal annual installments beginning on March 11, 2016.
- (11) Reflects the grant of 726,933 options that vest in four equal annual installments beginning on March 11, 2016.
- (12) Reflects the grant of 71,938 options that vest in three equal annual installments beginning on February 24, 2017.

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.