

Harris Brian James
 Form 4
 March 04, 2019

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 *
 Harris Brian James

2. Issuer Name and Ticker or Trading Symbol
 Summit Materials, Inc. [SUM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & Chief Financial Officer

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

(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
 ___ Form filed by More than One Reporting Person

DENVER, CO 80202

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 02/28/2019 | | M | 3,843 | A | \$ 84,205 | D |
| Class A Common Stock | 02/28/2019 | | M | 4,675 | A | \$ 88,880 | D |
| Class A Common Stock | 02/28/2019 | | F | 2,414 | D | \$ 17 86,466 | D |
| Class A | | | | | | 60,000 | I See |

Common
Stock

Footnote
(2)

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|---------|--|---|
| | | | | | V | (A) | (D) | | |
| Restricted Stock Units | (3) | 02/28/2019 | | M | | 3,843 | (4) (4) | Class A Common Stock | Amount or Number of Shares 3,843 |
| Restricted Stock Units | (3) | 02/28/2019 | | M | | 4,675 | (5) (5) | Class A Common Stock | 4,675 |
| Restricted Stock Units | (3) | 02/28/2019 | | A | | 29,460 | (6) (6) | Class A Common Stock | 29,460 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harris Brian James
C/O SUMMIT MATERIALS, INC.
1550 WYNKOOP STREET, 3RD FLOOR
DENVER, CO 80202

EVP & Chief Financial Officer

Signatures

/s/Anne Lee Benedict, as
Attorney-in-Fact

03/04/2019

**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) Reflects restricted stock units that upon vesting converted into shares of Class A common stock of the Issuer ("Class A Common Stock") on a one-for-one basis.
- (2) Reflects securities held by trusts for the benefit of Mr. Harris' family, for which Mr. Harris' spouse serves as trustee.
Each restricted stock unit represents a contingent right to receive one share of Issuer Class A Common Stock. The restricted stock units
- (3) will be settled in either Class A Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee.
- (4) On February 28, 2017, the Reporting Person was granted 11,530 restricted stock units that vest in three equal annual installments beginning on February 28, 2018.
- (5) On February 28, 2018, the Reporting Person was granted 14,027 restricted stock units that vest in three equal annual installments beginning on February 28, 2019.
- (6) These restricted stock units vest in three equal annual installments beginning on February 28, 2020.

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.

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