

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

May 31, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bense Kevin W

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)

475 N. MARTINGALE
ROAD, SUITE 1050

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
President - A.J. Oster, LLC

SCHAUMBURG, IL 60173

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ⁽¹⁾	05/26/2016		A		4,479	A	\$ 0 15,332
						D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy) ⁽²⁾	\$ 26.97	05/26/2016		A	11,995	⁽³⁾ 05/26/2026	Common Stock par value, \$0.01 per share	11,995

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bense Kevin W 475 N. MARTINGALE ROAD SUITE 1050 SCHAUMBURG, IL 60173	President - A.J. Oster, LLC

Signatures

/s/ Scott B. Hamilton,
Attorney-in-Fact

05/31/2016

 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).

The Common Stock is restricted as of the date of grant. The shares will vest and become unrestricted in three equal installments over (1) three years. The first third of the shares will vest on February 11, 2017, the second third on February 11, 2018 and the last third on February 11, 2019.

None of the options are vested or exercisable on the date of grant. The options will vest in three equal installments over three years. The (2) first third of the options vest and become exercisable on February 11, 2017, the second third on February 11, 2018 and the last third on February 11, 2019.

(3) The options are exercisable immediately upon vesting. *See* footnote (1).

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.