

Bense Kevin W
Form 4
September 07, 2018

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

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(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)
09/04/2018

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

SCHAUMBURG, IL 60173

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	09/04/2018 ⁽¹⁾		M	11,453 (2)	A \$ 16.06 53,648	D	
Common Stock, par value \$0.01 per share	09/04/2018		M	14,983 (2)	A \$ 13.73 68,631	D	
	09/04/2018		M		A \$ 26.97 76,627	D	

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Common Stock, par value \$0.01 per share				7,996 (2)			
Common Stock, par value \$0.01 per share	09/04/2018	M		2,694 (2)	A	\$ 33.9	79,321 D
Common Stock, par value \$0.01 per share	09/04/2018	S		31,421 (3)	D	\$ 37.7909	47,900 D
Common Stock, par value \$0.01 per share	09/05/2018	S		5,705 (4)	D	\$ 37.3509	42,195 D

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 16.06	09/04/2018		M	11,453	(5) 04/03/2024	Common Stock, par value \$0.01 per share	11,453
Stock Option	\$ 13.73	09/04/2018		M	14,983	(6) 02/12/2025	Commn Stock, par	14,983

(right to buy)								value \$0.01 per share	
Stock Option (right to buy)	\$ 26.97	09/04/2018	M	7,996	<u>(7)</u>	02/11/2026	Common Stock, par value \$0.01 per share	7,996	
Stock Option (right to buy)	\$ 33.9	09/04/2018	M	2,694	<u>(8)</u>	02/09/2027	Common Stock par value, \$0.01 per share	2,694	

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/ Anne-Marie W. D'Angelo,
Attorney-in-Fact

09/07/2018

__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) Late filing due to administrative error.

(2) Shares acquired from the exercise of stock options granted under the Issuer's equity incentive plan.

(3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$37.50 to \$38.15, 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 purchased at each separate price within the range set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$37.35 to \$37.40, 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 purchased at each separate price within the range set forth in this footnote.

(5) These options were granted on April 3, 2014 and vested in three equal installments on the first three anniversaries of the grant date.

(6) These options were granted on February 12, 2015 and vested in three equal installments on the first three anniversaries of the grant date.

(7) These options were granted on February 11, 2016 and are scheduled to vest in three equal installments on the first three anniversaries of the grant date. The first two tranches have vested.

(8)

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These options were granted on February 9, 2017 and are scheduled to vest in three equal installments on the first three anniversaries of the grant date. The first tranche has vested.

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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