Bense Kevin W Form 4 September 07, 2013

Stock, par

\$0.01 per share

09/04/2018

09/04/2018

value

September 07, 2018 **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bense Kevin W Issuer Symbol **GLOBAL BRASS & COPPER** (Check all applicable) HOLDINGS, INC. [BRSS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 475 N. MARTINGALE 09/04/2018 President - A.J. Oster, LLC ROAD, SUITE 1050 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SCHAUMBURG, IL 60173 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 8) Owned Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par 11,453 value 09/04/2018(1) M \$ 16.06 53,648 D (2) \$0.01 per share Common

14,983

(2)

\$ 13.73

\$ 26.97

68,631

76,627

D

D

M

M

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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 (<u>3)</u>	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.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.06	09/04/2018		M		11,453	<u>(5)</u>	04/03/2024	Common Stock, par value \$0.01 per share	11,453
Stock Option	\$ 13.73	09/04/2018		M		14,983	<u>(6)</u>	02/12/2025	Commn Stock, par	14,983

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(right to buy)							value \$0.01 per share	
Stock Option (right to buy)	\$ 26.97	09/04/2018	М	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	М	2,694	(8)	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.
- 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.
- 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)

Reporting Owners 3

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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. 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.