

AMPCO PITTSBURGH CORP

Form 3

April 01, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Altor Holdings Ltd

(Last) (First) (Middle)

11-15 SEATON PLACE

(Street)

ST. HELIER, Y9 JE4 0QH

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/03/2016

3. Issuer Name and Ticker or Trading Symbol

AMPCO PITTSBURGH CORP [AP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

1,017,441

I

See footnote ⁽¹⁾

Common Stock

743,868

I

See footnote ⁽²⁾

Common Stock

2,694

I

See footnote ⁽³⁾

Common Stock

12,601

I

See footnote ⁽⁴⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Altor Holdings Ltd 11-15 SEATON PLACE ST. HELIER, Î Y9 Î JE4 0QH	Â	Â X	Â	Â
Altor Fund II GP Ltd 11-15 SEATON PLACE ST HELIER, Î Y9 Î JE4 0QH	Â	Â X	Â	Â

Signatures

/s/ Stefan Linder, as director of Altor Holdings Limited	04/01/2016
__Signature of Reporting Person	Date
/s/ Emily Sturgess, as attorney-in-fact for Altor Fund II GP Limited	04/01/2016
__Signature of Reporting Person	Date
/s/ Matthew Hague, as attorney-in-fact for Altor Fund II GP Limited	04/01/2016
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of Common Stock are directly beneficially owned by Altor Fund II (No. 1) Limited Partnership ("Altor Fund 1"). Altor Holdings Limited ("Altor Holdings") is the sole member of Altor Fund II GP Limited ("Altor GP"), which is the general partner of Altor Fund 1, such that each of Altor Holdings and Altor GP may be deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 1. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 1, except to the extent of its respective pecuniary interest therein.

The shares of Common Stock are directly beneficially owned by Altor Fund II (No. 2) Limited Partnership ("Altor Fund 2"). Altor Holdings is the sole member of Altor GP, which is the general partner of Altor Fund 2, such that each of Altor Holdings and Altor GP may be deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 2. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 2, except to the extent of its respective pecuniary interest therein.

The shares of Common Stock are directly beneficially owned by Altor Fund II (No. 3) Limited Partnership ("Altor Fund 3"). Altor Holdings is the sole member of Altor GP, which is the general partner of Altor Fund 3, such that each of Altor Holdings and Altor GP may be deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 3. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 3, except to the extent of its respective pecuniary interest therein.

(4) The shares of Common Stock are directly beneficially owned by Altor Fund II (No. 4) Limited ("Altor Fund 4"). Altor Holdings is the sole member of Altor GP, which is the investment manager to Altor Fund 4, such that each of Altor Holdings and Altor GP may be

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deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 4. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 4, except to the extent of its respective pecuniary interest therein.

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Remarks:

ExhibitÂ 24.1-PowerÂ ofÂ Attorney

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.