

TMS International Corp.

Form 4

October 18, 2013

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 *
Rosati Daniel Erich

(Last) (First) (Middle)

C/O TMS INTERNATIONAL
CORP., 12 MONONGAHELA
AVENUE

(Street)

GLASSPORT, PA 15045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TMS International Corp. [TMS]

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

10/16/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive VP and CFO

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. 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)
			Code	V Amount (D) Price			

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	10/16/2013	D			85,651	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	85,651
Employee Stock Option (Right to Buy)	\$ 13	10/16/2013	D			25,000	<u>(3)</u>	04/12/2021	Class A Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 11.18	10/16/2013	D			25,000	<u>(4)</u>	04/12/2022	Class A Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 13.35	10/16/2013	D			25,000	<u>(5)</u>	02/18/2023	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosati Daniel Erich C/O TMS INTERNATIONAL CORP. 12 MONONGAHELA AVENUE GLASSPORT, PA 15045			Executive VP and CFO	

Signatures

/s/ Daniel Rosati 10/18/2013

__Signature of Date
Reporting Person

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) Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock. The Class B Common Stock has no expiration date.

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- Disposed of pursuant to, and on the effective date of, the merger (the "Merger") contemplated by the Agreement and Plan of Merger
- (2) dated as of August 23, 2013, among the issuer, Crystal Acquisition Company, Inc. and Crystal Merger Sub, Inc., in exchange for the merger consideration of \$17.50 per share in cash.

- These options were granted on April 12, 2011 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining
- (3) 40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$112,500, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

- These options were granted on April 12, 2012 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining
- (4) 40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$158,000, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

- These options were granted on February 18, 2013 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining
- (5) 40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$103,730, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

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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