

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 *
Srivastava Manish Kumar

(Last) (First) (Middle)

C/O ONEX CORPORATION, 161
BAY STREET, PO BOX 700

(Street)

TORONTO, A6 M5J 2S1

(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
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
				(A) or (D)			
			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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)									
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock ⁽¹⁾	<u>(2)</u>	10/16/2013	D		1,993		04/19/2011	<u>(2)</u>	Class A Common Stock	1,993	\$ 1		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Srivastava Manish Kumar C/O ONEX CORPORATION 161 BAY STREET, PO BOX 700 TORONTO, A6 M5J 2S1	X			

Signatures

/s/ Daniel Rosati, attorney-in-fact for Manish
Srivastava

10/18/2013

 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) All shares are beneficially owned by 1597257 Ontario Inc. and may be deemed beneficially owned by Mr. Srivastava, notwithstanding the fact that Mr. Srivastava has a pecuniary interest in less than 100% of such shares. Mr. Srivastava disclaims beneficial ownership of these securities, and the inclusion of such shares in this report shall not be deemed an admission to the beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purposes.

(2) 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 and are automatically convertible on a one-for-one basis into shares of Class A Common Stock upon a sale or other disposition to any person other than (i) a person who obtained Class B Common Stock through a direct issuance by the Issuer or (ii) Onex Corporation, Onex Partners II LP or any controlled affiliate of Onex Corporation or Onex Partners II LP. The Class B Common Stock has no expiration date.

(3) Disposed of pursuant to the terms of the Agreement and Plan of Merger, 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, without interest and less any withholding or other applicable taxes, on the effective date of the merger.

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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