

Hill Thomas W.
Form 4
March 16, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hill Thomas W.

(Last) (First) (Middle)

C/O SUMMIT MATERIALS,
INC., 1550 WYNKOOP STREET,
3RD FLOOR

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Summit Materials, Inc. [SUM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2018

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)
President & CEO

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	03/14/2018		M		4,343	A	\$ 18 146,245
Class A Common Stock	03/14/2018		M		89,850	A	\$ 18 236,095
Class A Common Stock	03/14/2018		M		47,959	A	\$ 17.07 284,054
Class A Common Stock	03/14/2018		S		300 ⁽¹⁾	D	\$ 283,754

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Common Stock					31.26 <u>(2)</u>			
Class A Common Stock	03/14/2018	S	18,748 <u>(1)</u>	D	\$ 31.6 <u>(3)</u>	265,006	D	
Class A Common Stock	03/14/2018	S	123,104 <u>(1)</u>	D	\$ 31.01 <u>(4)</u>	141,902	D	
Class A Common Stock	03/15/2018	M	61,375	A	\$ 18	203,277	D	
Class A Common Stock	03/15/2018	S	7,006 <u>(1)</u>	D	\$ 31.07 <u>(5)</u>	196,271	D	
Class A Common Stock	03/15/2018	S	54,369 <u>(1)</u>	D	\$ 30.31 <u>(6)</u>	141,902	D	
Class A Common Stock	03/16/2018	M	244,432	A	\$ 18	386,334	D	
Class A Common Stock	03/16/2018	S	5,600 <u>(1)</u>	D	\$ 30.59 <u>(7)</u>	380,734	D	
Class A Common Stock	03/16/2018	S	238,832 <u>(1)</u>	D	\$ 31.15 <u>(8)</u>	141,902	D	
Class A Common Stock						365	I	See Footnote <u>(9)</u>

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)
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			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 18	03/14/2018	M		4,343	<u>(10)</u>	03/11/2025	Class A Common Stock	4,343
Options (right to buy)	\$ 18	03/14/2018	M		89,850	<u>(11)</u>	03/11/2025	Class A Common Stock	89,850
Options (right to buy)	\$ 17.07	03/14/2018	M		47,959	<u>(12)</u>	02/24/2026	Class A Common Stock	47,959
Options (right to buy)	\$ 18	03/15/2018	M		61,375	<u>(11)</u>	03/11/2025	Class A Common Stock	61,375
Options (right to buy)	\$ 18	03/16/2018	M		244,432	<u>(11)</u>	03/11/2015	Class A Common Stock	244,432

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Thomas W. C/O SUMMIT MATERIALS, INC. 1550 WYNKOOP STREET, 3RD FLOOR DENVER, CO 80202	X		President & CEO	

Signatures

/s/Anne Lee Benedict, as
Attorney-in-Fact

03/16/2018

**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) The Board of Directors of the Issuer has instituted robust ownership guidelines for the Reporting Person, requiring that he hold a value of 6 times his base salary in the Issuer's equity. After the above reported sales the Reporting Person will hold almost 34 times his base salary in the Issuer's equity (using the closing price of \$31.81 on March 13, 2018, the day before the first sale reported). This calculation does not include unvested options or performance share units.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.25 to \$31.28, 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 sold at each separate price within the range set forth above.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.50 to \$31.98, 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 sold at each separate price within

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the range set forth above.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.80 to \$31.26, 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 sold at each separate price within the range set forth above.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.00 to \$31.23, 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 sold at each separate price within the range set forth above.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.25 to \$30.38, 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 sold at each separate price within the range set forth above.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.50 to \$30.68, 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 sold at each separate price within the range set forth above.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$30.70 to \$31.68, 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 sold at each separate price within the range set forth above.

(9) Reflects securities held by a trust for the benefit of Mr. Hill's family, for which Mr. Hill's spouse serves as trustee.

(10) Reflects the grant of 559,181 options that vest in four equal annual installments beginning on March 11, 2016.

(11) Reflects the grant of 726,933 options that vest in four equal annual installments beginning on March 11, 2016.

(12) Reflects the grant of 71,938 options that vest in three equal annual installments beginning on February 24, 2017.

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except

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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