

NACCO INDUSTRIES INC
Form 4
September 28, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NACCO INDUSTRIES INC

2. Issuer Name and Ticker or Trading Symbol
Hamilton Beach Brands Holding Co [HBB]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
5875 LANDERBROOK DRIVE, SUITE 220
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

CLEVELAND, OH 44124

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Class A Common Stock	09/26/2017		J(1)		6,836,716	D	0
					(1)		

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

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	09/26/2017		J(1)	6,836,716 (1)	(2)	(2)	Class A Common Stock	6,836,716

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NACCO INDUSTRIES INC 5875 LANDERBROOK DRIVE SUITE 220 CLEVELAND, OH 44124		X		

Signatures

/s/ Jesse A. Adkins, on behalf of NACCO Industries, Inc. 09/28/2017

**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).
- In connection with the spin-off of Hamilton Beach Brands Holding Company ("Hamilton Beach") by NACCO Industries, Inc. ("NACCO"), (a) Hamilton Beach will convert the outstanding shares of Hamilton Beach common stock currently held by NACCO into 6,836,716 shares of Hamilton Beach Class A common stock and 6,836,716 shares of Hamilton Beach Class B common stock and (b) NACCO will distribute all of the outstanding shares of Hamilton Beach common stock held by NACCO to NACCO common stockholders as of the record date, which was the close of business on September 26, 2017 (the "Record Date"). For each share of NACCO Class A common stock held on the Record Date, NACCO will distribute one share of Hamilton Beach Class A common stock and one share of Hamilton Beach Class B common stock. Similarly, for each share of NACCO Class B common stock held on the Record Date, NACCO will distribute one share of Hamilton Beach Class A common stock and one share of Hamilton Beach Class B common stock.
- (2) N/A

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.