

Summit Materials, Inc.
Form 4
March 19, 2015

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)
03/11/2015

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 and 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/17/2015		P	A	\$ 18	10,000	D

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)

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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 Number Shares
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	03/11/2015		A		318,994		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	318,994
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	03/11/2015		A		1,266,265		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,266,265
Warrants	\$ 18	03/11/2015		A		29,463		<u>(4)</u>	03/11/2025	Class A Common Stock	29,463
Options (right to buy)	\$ 18	03/11/2015		A		559,181		<u>(5)</u>	03/11/2025	Class A Common Stock	559,181
Options (right to buy)	\$ 18	03/11/2015		A		726,933		<u>(6)</u>	03/11/2025	Class A Common Stock	726,933

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 and CEO	

Signatures

/s/Anne Lee Benedict, as Attorney-in-Fact 03/19/2015

 **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).

Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, the limited partnership units of Summit Materials Holdings L.P. ("LP Units") reported herein are exchangeable from and after the first anniversary of the closing of the issuer's initial public offering

- (1) (subject to the terms of the exchange agreement and vesting requirements, including certain vesting events more fully described in the issuer's Registration Statement on Form S-1 (File No. 333-201058) (the "Registration Statement")) for shares of the issuer's Class A common stock on a one-for-one basis.
- (2) These securities were acquired in connection with the reclassification of the interests of Summit Material Holdings L.P. prior to the issuer's initial public offering (as more fully described in the Registration Statement).
- (3) Reflects securities held by a trust for the benefit of Mr. Hill's family, for which Mr. Hill's spouse serves as trustee.
- (4) The warrants are exercisable beginning on the first anniversary of the closing of the issuer's initial public offering.
- (5) The options vest in four equal annual installments beginning on March 11, 2016.
- (6) The options vest upon the achievement of certain vesting events more fully described in the Registration Statement.

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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