

ADVANCED DRAINAGE SYSTEMS, INC.

Form 3

July 24, 2014

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â STURGEON MARK B

(Last) (First) (Middle)

C/O ADVANCED DRAINAGE  
SYSTEMS, INC., Â 4640  
TRUEMAN BOULEVARD

(Street)

HILLARD, Â OH Â 43026

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/24/2014

3. Issuer Name and Ticker or Trading Symbol

ADVANCED DRAINAGE SYSTEMS, INC. [WMS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP, CFO, Secretary, Treasurer

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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

440,537

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to Purchase Common Stock	Â <u>(1)</u>	03/31/2015	Common Stock	15,631	\$ 4.54	D	Â
Option to Purchase Common Stock	Â <u>(2)</u>	03/31/2016	Common Stock	54,601	\$ 7.68	D	Â
Option to Purchase Common Stock	Â <u>(3)</u>	03/31/2017	Common Stock	44,436	\$ 10.77	D	Â
Option to Purchase Common Stock	Â <u>(4)</u>	03/31/2019	Common Stock	28,679	\$ 9.43	D	Â
Option to Purchase Common Stock	Â <u>(5)</u>	03/31/2020	Common Stock	14,460	\$ 10.75	D	Â
Option to Purchase Common Stock	Â <u>(6)</u>	03/31/2022	Common Stock	9,045	\$ 12.59	D	Â
Option to Purchase Common Stock	Â <u>(7)</u>	03/31/2023	Common Stock	8,162	\$ 13.64	D	Â
Option to Purchase Common Stock	Â <u>(8)</u>	03/31/2023	Common Stock	164,745	\$ 13.64	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STURGEON MARK B C/O ADVANCED DRAINAGE SYSTEMS, INC. 4640 TRUEMAN BOULEVARD HILLARD, OH 43026	Â	Â	Â EVP, CFO, Secretary, Treasurer	Â

## Signatures

/s/ Mark B.  
Sturgeon

07/24/2014

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 option will vest in three equal annual installments beginning on April 27, 2010.
- (2) The option will vest in three equal annual installments beginning on April 26, 2011.
- (3) The option will vest in three equal annual installments beginning on April 25, 2012.
- (4) The option will vest in three equal annual installments beginning on July 22, 2014, provided however that all remaining unvested options will vest in full immediately prior to the completion of the initial public offering ("IPO").

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- (5) The option will vest in three equal annual installments beginning on July 21, 2015, provided however that all remaining unvested options will vest in full immediately prior to the completion of the IPO.
- (6) The option will vest in three equal annual installments beginning on August 1, 2017, provided however that all remaining unvested options will vest in full immediately prior to the completion of the IPO.
- (7) The option will vest in three equal annual installments beginning on September 1, 2018, provided however that all remaining unvested options will vest in full immediately prior to the completion of the IPO.
- (8) The option will vest in five equal annual installments beginning on September 1, 2014.

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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